

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2001

Department of the Treasury
 Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2001**, or tax year beginning **NOV 1, 2001**, and ending **OCT 31, 2002**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization LEO GOODWIN FOUNDATION, INC. Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 800 CORPORATE DRIVE 510 City or town, state, and ZIP code FORT LAUDERDALE, FL 33334	A Employer identification number 52-6054098 B Telephone number 954-772-6863 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 12,565,868. (Part I, column (d) must be on cash basis)		
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

	Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	375,125.	375,125.		STATEMENT 2
	5a Gross rents				
	b (Net rental income or loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2,001,894.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	19,843,871.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	<1,626,769.>	375,125.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	140,000.	46,667.		93,333.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 3	2,805.	0.		0.
	b Accounting fees STMT 4	4,635.	0.		0.
	c Other professional fees STMT 5	96,840.	96,840.		0.
	17 Interest				
	18 Taxes STMT 6	<17,423.>	3,711.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
22 Printing and publications					
23 Other expenses STMT 7	1,283.	0.		1,283.	
24 Total operating and administrative expenses Add lines 13 through 23	228,140.	147,218.		94,616.	
25 Contributions, gifts, grants paid	504,000.			504,000.	
26 Total expenses and disbursements Add lines 24 and 25	732,140.	147,218.		598,616.	
27 Subtract line 26 from line 12	<2,358,909.>				
a Excess of total expenses and disbursements over investment income (if negative, enter -0-)		227,907.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,250,593.	1,581,727.	1,581,727.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations	STMT 8	1,537,531.	2,893,996.	2,999,115.
	b	Investments - corporate stock	STMT 9	8,579,383.	5,179,827.	4,108,554.
	c	Investments - corporate bonds	STMT 10	2,434,953.	3,312,205.	3,763,817.
11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation					
12	Investments - mortgage loans					
13	Investments - other	STMT 11	0.	1,525,000.	0.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation					
15	Other assets (describe)	STATEMENT 12)	102,186.	112,655.	112,655.	
16	Total assets (to be completed by all filers)		16,904,646.	14,605,410.	12,565,868.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	STATEMENT 13)	46,817.	106,490.	
23	Total liabilities (add lines 17 through 22)		46,817.	106,490.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 28 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
27	Capital stock, trust principal, or current funds		0.	0.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		16,857,829.	14,498,920.		
30	Total net assets or fund balances		16,857,829.	14,498,920.		
31	Total liabilities and net assets/fund balances		16,904,646.	14,605,410.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	16,857,829.
2	Enter amount from Part I, line 27a	2	<2,358,909.>
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	14,498,920.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,498,920.

From 990-PF (2001)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g. real estate 2-story brick warehouse or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			<2,001,894.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<2,001,894.>

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7)	2	<2,001,894.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss) enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2000	705,849.	15,083,125.	.0467973
1999	1,238,839.	18,233,563.	.0679428
1998	963,509.	16,691,099.	.0577259
1997	785,885.	15,378,933.	.0511014
1996	649,023.	13,087,650.	.0495905

2 Total of line 1, column (d)	2	.2731579
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.0546316
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5	4	14,504,686.
5 Multiply line 4 by line 3	5	792,414.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,279.
7 Add lines 5 and 6	7	794,693.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	598,616.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows and 2 columns. Rows include: 1a Exempt operating foundations, b Domestic organizations, c All other domestic organizations, 2 Tax under section 511, 3 Add lines 1 and 2, 4 Subtitle A (income) tax, 5 Tax based on investment income, 6 Credits/Payments (6a-6d), 7 Total credits and payments, 8 Enter any penalty, 9 Tax due, 10 Overpayment, 11 Enter the amount of line 10 to be credited to 2002 estimated tax.

Part VII-A Statements Regarding Activities

Table with 11 rows and 3 columns (Yes, No, N/A). Rows include: 1a During the tax year, did the organization attempt to influence any national, state, or local legislation... 1b Did it spend more than \$100 during the year... 1c Did the organization file Form 1120-POL... 2 Has the organization engaged in any activities that have not previously been reported to the IRS? 3 Has the organization made any changes, not previously reported to the IRS... 4a Did the organization have unrelated business gross income of \$1,000 or more during the year? 4b If "Yes," has it filed a tax return on Form 990-T for this year? 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either... 7 Did the organization have at least \$5,000 in assets at any time during the year? 8a Enter the states to which the foundation reports or with which it is registered... 8b If the answer is "Yes" to line 7, has the organization furnished a copy of Form 990-PF to the Attorney General... 9 Is the organization claiming status as a private operating foundation... 10 Did any persons become substantial contributors during the tax year? 11 Did the organization comply with the public inspection requirements for its annual returns and exemption application?

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies

Table with columns for question text, Yes/No checkboxes, and Yes/No columns. Includes questions 1a through 6a regarding disqualifying activities, disaster assistance, and business holdings.

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FRANCES B. GOODWIN 3104 NE 27TH STREET FORT LAUDERDALE, FL 33308	PRESIDENT 20 HOURS	35,000.	0.	0.
ELLIOT P. BORKSON 100 NORTH FIG TREE LANE PLANTATION, FL 33317	VICE PRES 20 HOURS	35,000.	0.	0.
HELEN M. FURIA 3711 NE 24TH AVENUE LIGHTHOUSE POINT, FL 33064	SECY-TREAS 20 HOURS	35,000.	0.	0.
ALAN J. GOLDBERG 404 DEERCREEK RUN DEERFIELD BEACH, FL 33442	TRUSTEE 20 HOURS	35,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1) If none, enter "NONE"

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
NONE				

Total number of other employees paid over \$50,000

0

3 Five highest-paid independent contractors for professional services If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	
2		
All other program-related investments See instructions		
3		
Total Add lines 1 through 3		0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	10,565,060.
b	Average of monthly cash balances	1b	4,160,510.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,725,570.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,725,570.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	220,884.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,504,686.
6	Minimum investment return Enter 5% of line 5	6	725,234.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	725,234.
2a	Tax on investment income for 2001 from Part VI, line 5	2a	4,558.
b	Income tax for 2001 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,558.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	720,676.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	720,676.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII line 1	7	720,676.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions gifts, etc - total from Part I, column (d), line 26	1a	598,616.
b	Program-related investments - Total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	598,616.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	598,616.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				720,676.
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 2001				
a From 1996				
b From 1997				
c From 1998				
d From 1999	323,148.			
e From 2000	323,148.			
f Total of lines 3a through e	646,296.			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 598,616.				
a Applied to 2000, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2001 distributable amount				598,616.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2001 (If an amount appears in column (d) the same amount must be shown in column (a))	122,060.			122,060.
6 Enter the net total of each column as indicated below				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	524,236.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2000. Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2001. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2002				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2002. Subtract lines 7 and 8 from line 6a	524,236.			
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				
c Excess from 1999	201,088.			
d Excess from 2000	323,148.			
e Excess from 2001				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2001, enter the date of the ruling

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

- (1) Value of all assets
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test -

Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest dividends, rents payments on securities loans (section 512(a)(5)), or royalties)
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)
(3) Largest amount of support from an exempt organization
(4) Gross investment income

Table with 5 columns: Tax year (a) 2001, Prior 3 years (b) 2000, (c) 1999, (d) 1998, (e) Total. Rows correspond to lines 2a-e and 3a-c.

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 26 of the instructions.)

1 Information Regarding Foundation Managers

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs

Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions complete items 2a, b, c and d

a The name, address, and telephone number of the person to whom applications should be addressed

HELEN M. FURIA, LEO GOODWIN FOUNDATION
800 CORPORATE DRIVE SUITE 510, FT LAUDERDALE, FL 33334

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT 14

c Any submission deadlines

SEE STATEMENT 15

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

NONE, OTHER THAN QUALIFICATION FOR CHARITABLE PURPOSES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE APPENDIX Q				504,000.
Total				▶ 3a 504,000.
b Approved for future payment NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-f), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal, 13 Total.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). The table contains multiple empty rows for explanation.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527 relating to political organizations?
- a** Transfers from the reporting organization to a noncharitable exempt organization of
 - (1) Cash
 - (2) Other assets
 - b** Other Transactions
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
	N/A	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee: Debra M. Jurea Date: 13/6/03 Title: Trustee

Sign Here / **Paid Preparer's Use Only**
 Preparer's signature: Cheyl A. Rawe
 Firm's name (or yours if self-employed): GRANT THORNTON LLP
 address, and ZIP code: 2700 SOUTH COMMERCE PARK WESTON, FL 33331-3621

Part IV Capital Gains and Losses for Tax on Investment Income			
(a) List and describe the kind(s) of property sold e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a SEE APPENDIX A (1838 INVEST ADVISORS)	P	VARIOUS	VARIOUS
b SEE APPENDIX A (1838 INVEST ADVISORS)	P	VARIOUS	VARIOUS
c SEE APPENDIX B (GROUP AMA)	P	VARIOUS	VARIOUS
d SEE APPENDIX B (GROUP AMA)	P	VARIOUS	VARIOUS
e SEE APPENDIX C (SENECA CAPITAL)	P	VARIOUS	VARIOUS
f SEE APPENDIX C (SENECA CAPITAL)	P	VARIOUS	VARIOUS
g SEE APPENDIX D (LAZARD FRERES)	P	VARIOUS	VARIOUS
h SEE APPENDIX D (LAZARD FRERES)	P	VARIOUS	VARIOUS
i SEE APPENDIX E (FURMAN SELZ)	P	VARIOUS	VARIOUS
j SEE APPENDIX E (FURMAN SELZ)	P	VARIOUS	VARIOUS
k SEE APPENDIX F (CIBC - OIA)	P	VARIOUS	VARIOUS
l SEE APPENDIX F (CIBC - OIA)	P	VARIOUS	VARIOUS
m SEE APPENDIX G (CIBC - ALLEGIANCE)	P	VARIOUS	VARIOUS
n SEE APPENDIX G (CIBC - ALLEGIANCE)	P	VARIOUS	VARIOUS
o SEE APPENDIX H (CIBC - CAMBIAR)	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			157,094.
b			<1,179,273.>
c			138,592.
d			<956,232.>
e			112,226.
f			<196,121.>
g			126,062.
h			<263,838.>
i			105,339.
j			<24,344.>
k			3,473.
l			<2,498.>
m			30,884.
n			<6,528.>
o			6,185.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j) if any	
a			157,094.
b			<1,179,273.>
c			138,592.
d			<956,232.>
e			112,226.
f			<196,121.>
g			126,062.
h			<263,838.>
i			105,339.
j			<24,344.>
k			3,473.
l			<2,498.>
m			30,884.
n			<6,528.>
o			6,185.

2 Capital gain net income or (net capital loss) (If gain also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss) enter "-0-" in Part I line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE APPENDIX H (CIBC - CAMBIAR)	P	VARIOUS	VARIOUS
b SEE APPENDIX I (CIBC - KAYNE)	P	VARIOUS	VARIOUS
c SEE APPENDIX J (WESTCAP)	P	VARIOUS	VARIOUS
d SEE APPENDIX J (WESTCAP)	P	VARIOUS	VARIOUS
e SEE APPENDIX K (DELEWARE)	P	VARIOUS	VARIOUS
f SEE APPENDIX L (EMERALD)	P	VARIOUS	VARIOUS
g SEE APPENDIX M (EMERALD - CALAMOS)	P	VARIOUS	VARIOUS
h SEE APPENDIX M (EMERALD - CALAMOS)	P	VARIOUS	VARIOUS
i SEE APPENDIX N (EMERALD - BAIRD)	P	VARIOUS	VARIOUS
j SEE APPENDIX N (EMERALD - BAIRD)	P	VARIOUS	VARIOUS
k SEE APPENDIX O (EMERALD (BRANDES))	P	VARIOUS	VARIOUS
l SEE APPENDIX O (EMERALD (BRANDES))	P	VARIOUS	VARIOUS
m SEE APPENDIX G (CIBC - ALLEGIANCE)	P	VARIOUS	VARIOUS
n SEE APPENDIX G (CIBC - ALLEGIANCE)	P	VARIOUS	VARIOUS
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			<43,325.>
b			<2,250.>
c			2,574.
d			<18,720.>
e			<1,523.>
f			<2,387.>
g			<6,082.>
h			<6,566.>
i			1.
j			<2,851.>
k			1,907.
l			<4,553.>
m			31,287.
n			<427.>
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<43,325.>
b			<2,250.>
c			2,574.
d			<18,720.>
e			<1,523.>
f			<2,387.>
g			<6,082.>
h			<6,566.>
i			1.
j			<2,851.>
k			1,907.
l			<4,553.>
m			31,287.
n			<427.>
o			

2 Capital gain net income or (net capital loss) (If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7)	2	<2,001,894.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SEE APPENDIX A (1838 INVEST ADVISORS)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	157,094.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SEE APPENDIX A (1838 INVEST ADVISORS)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	<1,179,273.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
SEE APPENDIX B (GROUP AMA)	PURCHASED	VARIOUS	VARIOUS	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	0.	0.	0.	138,592.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX B (GROUP AMA)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<956,232.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX C (SENECA CAPITAL)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						112,226.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX C (SENECA CAPITAL)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<196,121.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX D. (LAZARD FRERES)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						126,062.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX D (LAZARD FRERES)			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	<263,838.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX E (FURMAN SELZ)			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	105,339.	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX E (FURMAN SELZ)			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	<24,344.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX F (CIBC - OIA)			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
0.	0.	0.	0.	3,473.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX F (CIBC - OIA)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
				(E) DEPREC.		(F) GAIN OR LOSS
	0.	0.	0.	0.		<2,498.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX G (CIBC - ALLEGIANCE)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
				(E) DEPREC.		(F) GAIN OR LOSS
	0.	0.	0.	0.		30,884.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX G (CIBC - ALLEGIANCE)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
				(E) DEPREC.		(F) GAIN OR LOSS
	0.	0.	0.	0.		<6,528.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX H (CIBC - CAMBIAR)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
				(E) DEPREC.		(F) GAIN OR LOSS
	0.	0.	0.	0.		6,185.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE APPENDIX H (CIBC - CAMBIAR)	0.	0.	0.	0.	<43,325.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE APPENDIX I (CIBC - KAYNE)	0.	0.	0.	0.	<2,250.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE APPENDIX J (WESTCAP)	0.	0.	0.	0.	2,574.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SEE APPENDIX J (WESTCAP)	0.	0.	0.	0.	<18,720.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX K (DELEWARE)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<1,523.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX L (EMERALD)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<2,387.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX M (EMERALD - CALAMOS)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<6,082.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE APPENDIX M (EMERALD - CALAMOS)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						<6,566.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE APPENDIX N (EMERALD - BAIRD)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.		1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE APPENDIX N (EMERALD - BAIRD)	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.		<2,851.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE APPENDIX O (EMERALD (BRANDES))	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.		1,907.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE APPENDIX O (EMERALD (BRANDES))	0.	0.	0.	PURCHASED	VARIOUS	VARIOUS
	0.	0.	0.	0.		<4,553.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX G (CIBC - ALLEGIANCE)			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	31,287.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE APPENDIX G (CIBC - ALLEGIANCE)			PURCHASED	VARIOUS	VARIOUS
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	0.	0.	0.	0.	<427.>

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<u><2,001,894.></u>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	96,418.	0.	96,418.
INTEREST INCOME	278,707.	0.	278,707.
TOTAL TO FM-990-PF, PART I, - LN 4	<u>375,125.</u>	<u>0.</u>	<u>375,125.</u>

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,805.	0.		0.
TO FM 990-PF, PG 1, LN 16A	2,805.	0.		0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT THORNTON LLP - TAX COMPLIANCE	4,635.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	4,635.	0.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	96,840.	96,840.		0.
TO FORM 990-PF, PG 1, LN 16C	96,840.	96,840.		0.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAX ON INVESTMENT INCOME	3,711. <21,134.>	3,711. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 18	<17,423.>	3,711.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CORPORATE FILING FEES	265.	0.		265.	
OFFICE EXPENSE	515.	0.		515.	
MISCELLANEOUS	503.	0.		503.	
TO FORM 990-PF, PG 1, LN 23	1,283.	0.		1,283.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
SEE APPENDIX P ATTACHED	X		1,318,788.	0.	
SEE APPENDIX P ATTACHED	X		1,575,208.	0.	
ADJUSTMENTS	X		0.	144,353.	
SEE APPENDIX R1 (CIBC 027-05786)	X		0.	394,451.	
SEE APPENDIX R2 (CIBC 027-05787)	X		0.	1,457,624.	
SEE APPENDIX S1 (LOCKWOOD 3616-8148)	X		0.	105,938.	
SEE APPENDIX S2 (LOCKWOOD 3616-8136)	X		0.	515,047.	
SEE APPENDIX R1 (CIBC 027-05786)	X		0.	381,702.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,893,996.	2,999,115.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,893,996.	2,999,115.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
SEE APPENDIX P ATTACHED	185,400.	0.		
ADJUSTMENTS	0.	<59,600.>		
SEE APPENDIX R3 (CIBC 027-05788)	0.	889,991.		
SEE APPENDIX R4 (CIBC 027-05789)	0.	759,525.		
SEE APPENDIX R5 (CIBC 027-05790)	0.	266,838.		
SEE APPENDIX R6 (CIBC 027-05791)	0.	260,425.		
SEE APPENDIX R7 (CIBC 027-05792)	0.	550,844.		

SEE APPENDIX S3 (LOCKWOOD 3616-8142)	0.	114,410.
SEE APPENDIX S4 (LOCKWOOD 3616-8146)	0.	257,905.
SEE APPENDIX S5 (LOCKWOOD 3616-8138)	0.	548,785.
SEE APPENDIX S6 (LOCKWOOD 3616-8144)	0.	500,125.
SEE APPENDIX S3 (LOCKWOOD 3616-8142)	0.	19,306.
SEE APPENDIX P ATTACHED	433,607.	0.
SEE APPENDIX P ATTACHED	4,560,820.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,179,827.	4,108,554.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE APPENDIX P ATTACHED	3,312,205.	0.
ADJUSTMENTS	0.	52,205.
SEE APPENDIX R1 (CIBC 027-05786)	0.	438,116.
SEE APPENDIX S1 (LOCKWOOD 3616-8148)	0.	1,420,171.
SEE APPENDIX S2 (LOCKWOOD 3616-8136)	0.	1,664,675.
SEE APPENDIX S3 (LOCKWOOD 3616-8142)	0.	188,650.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,312,205.	3,763,817.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE APPENDIX P ATTACHED	1,525,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13	1,525,000.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DUE FROM BROKERAGE FIRMS	112,655.	112,655.
TOTAL TO FORM 990-PF, PART II, LINE 15	112,655.	112,655.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	AMOUNT
DUE TO BROKERAGE FIRMS	106,490.
TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B	106,490.

FORM 990-PF PART XV, LINE 2B
APPLICATION REQUIREMENTS STATEMENT 14

DESCRIPTION

1. LETTER STATING PURPOSE OF PROGRAM AND AMOUNT REQUESTED
2. OBJECTIVES: SPECIFIC PROGRAM DESCRIPTION; TYPE OF PERSON REACHED (AGE, - GEOGRAPHIC LOCATION, SOCIAL AND ECONOMIC STATUS, NUMBER OF PERSONS TO BE - REACHED) PRIORITY GIVEN TO BROWARD COUNTY AND FLORIDA
3. HOW WILL FUNDS BE USED
4. LINE ITEM OPERATING BUDGET, AUDITED STATEMENTS AND TAX RETURN
5. IRS DETERMINATION LETTER OF 501(C)(3) STATUS AND VERIFICATION THAT IT - HAS NOT BEEN REVOKED
6. FUNDING SOURCES WITH DOLLAR AMOUNTS OR RECEIVED
7. NAMES OF GOVERNING BOARD MEMBERS
8. OUTCOME MEASURES AND RESULTS
9. STRATEGIC PARTNERS OR ALLIANCES IN DELIVERY OF SERVICE.

FORM 990-PF PART XV, LINE 2C
SUBMISSION DEADLINES STATEMENT 15

DESCRIPTION


APPLICATIONS ACCEPTED ANYTIME, PROVIDED SUFFICIENT TIME TO REVIEW PRIOR TO FISCAL YEAR END, OCTOBER 31ST OF EACH YEAR.

**CIRCUIT CITY GROUP STOCK SHAREHOLDER STATEMENT
PURSUANT TO TREASURY REGULATION §1.355-5(b)**

Statement of Circuit City Group shareholder receiving a distribution of stock in CarMax, Inc (a controlled corporation) pursuant to Treasury Regulation § 1.355-5(b)

- 1 The undersigned, a shareholder owning Circuit City Group shares in Circuit City Stores, Inc as of September 16, 2002, received a distribution of stock in a controlled corporation pursuant to Section 355 of the Internal Revenue Code
- 2 The names and addresses of the corporations involved are as follows
 - (a) Circuit City Stores, Inc ("Distributing")
9950 Mayland Drive
Richmond, VA 23233-1464
 - (b) CarMax, Inc ("Controlled")
4900 Cox Road
Glen Allen, VA 23060-3314
- 3 The undersigned surrendered no stock or securities in Distributing in connection with the distribution
- 4 The undersigned received 282.4911 shares of Controlled in the distribution constituting only common shares in such corporation
- 5 By letter dated April 10, 2002, the Internal Revenue Service ruled that the distribution by Distributing of shares of Controlled was a nontaxable Section 355 corporate separation

LEO GOODWIN FOUNDATION, INC.

By , Trustee
Shareholder's Signature

Spouse's Signature (if stock held jointly)

**ATTACH TO YOUR U.S. FEDERAL INCOME TAX RETURN
FOR THE TAX PERIOD INCLUDING OCTOBER 1, 2002**

January 15, 2003

Board of Trustees
Leo Goodwin Foundation, Inc
800 Corporate Drive
Suite 510
Ft. Lauderdale, FL 33334

RE Leo Goodwin Scholarship Program

Ladies and Gentlemen

I am pleased to provide the following information relative to GEICO Philanthropic Foundation as of this date

(i) Name and Address of the grantee

GEICO Philanthropic Foundation
One GEICO Plaza
Washington, D C 20076

(ii) Dates and amount of the grants

<u>Date</u>		<u>Amount</u>	
October 29, 1986	\$28,000	October 30, 2000	\$35,000
October 27, 1987	\$35,000	October 03, 2001	\$20,000
October 31, 1988	\$20,000	October 16, 2002	\$10,000
October 26, 1989	\$20,000		
October 23, 1990	\$25,000		
October 23, 1991	\$30,000		
October 22, 1992	\$38,000		
October 14, 1993	\$50,000		
October 17, 1994	\$50,000		
October 12, 1995	\$30,000		
October 14, 1996	\$30,000		
October 04, 1997	\$35,000		
October 14, 1998	\$35,000		
October 12, 1999	\$35,000		

(iii) Purpose of the grants

Grants to be used in the furtherance of the GEICO Philanthropic Foundation Scholarship Program as delineated in the Agreement executed by the Trustees of the grantor on February 23, 1988

(iv) Amounts expended by the grantee

As of the date of this report, \$503,750 00 has been expended under the program for scholarships and has been paid to the Citizen' Scholarship Foundation of America, Inc The grants made by the Leo Goodwin Foundation, Inc are being used for scholarship purposes only Administrative fees for the program are being paid by GEICO Eleven \$2,500 scholarships and two renewal scholarships were awarded in June 2002

The scholarship recipients are

New Recipients

Michael P. Berngan	University of Georgia
Irene S. Ceisel	Georgia Institute of Technology
Thomas E. Dominique	Howard University
Duanne E. Ebron	Ft. Valley State University
Earlette E. Frye	Savannah State University
Laron J. Galea	Hofstra University
Deana D. Harnage	Valdosta State University
Sheila L. Jacobs	Mercer University Atlanta
Joelle R. Morris	Hofstra University
Mona L. Suchdev	New York Institute of Technology
Shaun M. Sullivan	C. W. Post of Long Island University

Renewal Recipients

Dale K. Cha	New York Institute of Technology
Yolanda I. Holmes	Hofstra University

January 15, 2003

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- (v) Whether the grantee has diverted any portion of the funds (or the income there from in the case of an endowment grant) from the purpose of the grant (to the knowledge of the grantor)

No diversion of funds has taken place as of the date of this report.

- (vi) Dates of any reports from the grantee

This report is the fourteenth provided. The previous reports were submitted on the following dates

*January 14, 1988	*November 11, 1993	*February 20, 2001
*February 17, 1989	*October 31, 1994	*January 15, 2003
*November 29, 1989	*November 02, 1995	
*December 21, 1990	*January 08, 1997	
*November 04, 1991	*February 02, 1998	
*November 04, 1992	*February 23, 2000	

- (vii) Beginning in 1992, the GEICO Work-Study and Leo Goodwin Scholarship Program was changed to a one-year program for the Washington, D C area only. Students must be in their junior year at the time of application. Successful candidates will receive a one-time, non-renewable scholarship of \$2,500 and an offer of paid part-time employment under a work-study arrangement.

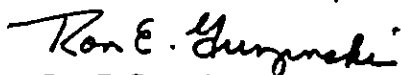
- (viii) Beginning in 1994, financial need will be considered in selecting scholarship recipients. (See Addendum)

- (ix) Date of results of any verification of the grantee's reports undertaken pursuant to and to the extent required under Regulation 53.4945-5 (1) of the Internal Revenue Code by the grantor or by others at the direction of the grantor.

The section referenced provides that "the grantor need not conduct any independent verification of such reports unless it has reason to doubt their accuracy or reliability."

As noted above, this report is the thirteenth provided.

Sincerely,



Ron E. Guzinski
Assistant Vice President

GEICO Work-Study and Leo Goodwin
Scholarship Program

ADDENDUM

In addition to the academic and personal accomplishments criteria listed in program brochure, financial need will be considered in selecting scholarship recipients

After your completed application is received at Citizens' Scholarship Foundation of America, Inc (CSFA), a financial assistance questionnaire will be mailed to you. This short questionnaire must be completed and returned for your application to be considered

If you have any questions, please call CSFA at (507) 931- 1682 and ask for the GEICO Work-Study and Leo Goodwin Scholarship Program Manager

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LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 103B INVESTMENT ADVISORS
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OR BALU	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG TERM LOSS	SHORT-TERM LOSS
860	ABBOTT LABORATORIES ILLINOIS	AUG 1 2002	MAR 28 2002	\$ 45,359.58	\$ 36,122.49	9,237.09			
1,130	ABBOTT LABORATORIES ILLINOIS	AUG 1 2002	APR 25 2002	60,924.80	47,463.28	13,461.52			
1,405	AMERICAN INTERNATIONAL GROUP INC	JULY 18 2000	APR 25 2002	98,701.25	111,580.41			12,879.16	
225	AMERICAN INTERNATIONAL GROUP INC	NOV 6 2001	APR 25 2002	17,913.75	20,677.08				2,763.33
2,025	AOL TONE WARNER FKA AMERICAN ONLINE	JULY 18 2000	APR 25 2002	39,993.75	108,964.73			68,970.98	
825	APPLIED MATERIALS INC	JULY 18 2000	FEB 4 2002	36,440.33	73,270.31			36,829.98	
545	BANK OF AMERICA CORP	JULY 16 2001	FEB 11 2002	33,305.60	33,449.54				1,143.94
465	BANK OF AMERICA CORP	JULY 18 2000	FEB 15 2002	28,486.55	29,858.58				
970	BP AMOCO PLC SPONSORED ADR	JULY 18 2000	NOV 16 2001	42,189.28	50,621.88			8,432.60	
365	BAXTER INTERNATIONAL INC	MAR 1 2001	APR 25 2002	20,487.45	16,751.36	3,736.09			
365	BAXTER INTERNATIONAL INC	JUNE 5 2001	APR 25 2002	20,487.45	16,751.36				
610	CARDINAL HEALTH INC	APR 2 2002	APR 25 2002	42,449.90	43,515.39				1,065.49
985	CHARTER ONE FINANCIAL INC	FEB 15 2002	APR 25 2002	34,327.15	28,798.64				
3,190	CISCO SYSTEMS INC	JULY 18 2000	APR 25 2002	44,580.25	215,524.38			170,944.13	
1,440	CISCO SYSTEMS INC	AUG 13 2001	APR 25 2002	20,124.00	26,079.12				
2,385	CITIGROUP INC	JULY 18 2000	APR 25 2002	104,725.35	117,063.66			14,338.31	
1,385	Coca Cola Co DELAWARE	AUG 6 2001	APR 25 2002	75,020.00	64,917.63				
1,080	CYS CORP DELAWARE	JULY 18 2000	APR 11 2002	36,705.34	47,520.00			10,814.66	
950	CYS CORP DELAWARE	DEC 21 2001	APR 11 2002	31,492.50	28,187.45				
605	DOMINION RESOURCES INC	DEC 19 2000	APR 25 2002	40,038.90	37,813.89				
780	EXXON MOBIL CORP	JULY 19 2000	APR 25 2002	31,371.60	60,937.50	902.85			
1,550	EXXON MOBIL CORP	JULY 19 2000	APR 25 2002	62,341.00	28,505.09				
1,440	FIFTH THIRD BANKCORP	JULY 18 2000	APR 25 2002	97,920.00	62,460.00	35,460.00			
1,880	FLEXTRONICS LTD	SEPT 28 2000	APR 25 2002	28,095.60	81,310.85				
3,875	GENERAL ELECTRIC CO	JULY 18 2000	APR 25 2002	123,767.50	204,076.64			55,215.25	
660	GOLDMAN SACHS GROUP INC	AUG 2 2000	APR 25 2002	51,810.00	70,071.22			80,209.14	
660	GOLDMAN SACHS GROUP INC	NOV 7 2001	APR 25 2002	25,278.00	28,437.91			10,281.22	
2,530	INTEL CORP	JULY 18 2000	APR 25 2002	72,509.80	181,685.63			109,175.83	
160	INTERNATIONAL BUSINESS MACHINES	MAR 27 2001	DEC 14 2001	19,208.66	15,684.86				
490	INTERNATIONAL BUSINESS MACHINES	MAR 27 2001	APR 25 2002	42,238.90	48,034.90			5,796.00	
280	INTERNATIONAL BUSINESS MACHINES	MAR 1 2002	APR 25 2002	24,138.80	27,835.53				
1,060	JDS UNIPHASE	OCT 24 2000	APR 25 2002	5,268.20	79,024.49			73,756.29	
1,635	JDS UNIPHASE	JUNE 28 2001	APR 25 2002	8,127.05	20,453.03				
1,235	JOHNSON & JOHNSON	JULY 10 2001	APR 25 2002	78,799.00	64,687.45				

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 1818 INVESTMENT ADVISORS
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OR SALE	COST BASIS	LONG-TERM GAIN	SHORT TERM GAIN	LONG-TERM LOSSES	SHORT-TERM LOSSES
1,225	LAUDER, ESTEE COS INC	JULY 18 2000	FEB 27 2002	37,867.69	54,895.31				
515	LILLY, ELI & CO	JULY 18 2000	MAR 26 2002	39,633.63	51,821.88				
750	LILLY, ELI & CO	JULY 16 2000	APR 25 2002	53,100.00	76,330.69				
1,085	MEDTRONIC INC	APR 24 2001	APR 25 2002	48,987.75	48,103.15	884.60			
1,815	MICRON TECHNOLOGY INC	MAY 14 2001	APR 25 2002	49,368.00	71,390.68				
1,580	MICROSOFT CORP WASHINGTON	JULY 18 2000	APR 25 2002	84,173.37	123,832.50				22,022.68
481	MIRANT CORP SOUTHERN SPINOFF	JAN 4 2001	APR 25 2002	6,099.08	13,941.02				39,456.13
980	MIRANT CORP SOUTHERN SPINOFF	NOV 28 2001	APR 25 2002	12,426.40	23,345.66				7,841.94
1,100	MORGAN STANLEY DEAN WITTER & CO	OCT 17 2001	APR 25 2002	54,747.00	58,491.82				
1,470	ORACLE CORP	JULY 18 2000	APR 25 2002	20,777.86	55,125.00				
605	ORACLE CORP	JAN 4 2001	MAR 7 2002	8,551.43	19,748.41				
1,450	ORACLE CORP	FEB 4 2002	MAR 7 2002	20,495.18	23,302.23				
1,100	PEPSICO INC	SEPT 29 2000	APR 25 2002	57,475.00	50,998.31	6,476.69			
1,560	PRIZER INC	FEB 16 2001	APR 12 2002	61,023.77	69,188.74				
660	PROCTER & GAMBLE CO	MAR 1 2002	APR 25 2002	58,990.80	57,197.58		1,793.22		
680	QUEST COMMUNICATIONS INTERNATIONAL INC	NOV 7 2000	FEB 15 2002	5,998.52	40,007.70				
1,805	QUEST COMMUNICATIONS INTERNATIONAL INC	MAY 18 2001	FEB 15 2002	12,303.78	39,602.83				
1,280	RAYTHEON CO COM NEW	OCT 16 2001	APR 25 2002	51,200.00	43,408.76		7,791.24		
1,215	SAFEMAY INC	JULY 18 2000	APR 25 2002	53,411.40	55,510.31				
530	SAFEMAY INC	NOV 6 2001	APR 25 2002	23,298.80	21,861.02		1,437.78		
1,535	SBC COMMUNICATIONS INC	JULY 18 2000	APR 25 2002	48,060.85	66,676.56				
945	SCHLUMBERGER LIMITED	APR 11 2002	APR 25 2002	51,502.50	71,406.56				
725	STARWOOD HOTELS & RESORTS WORLDWIDE	JULY 18 2000	APR 25 2002	28,478.00	28,641.85				
1,750	TARGET CORP	JULY 18 2000	APR 25 2002	74,462.50	52,171.87	22,290.63			
995	TEXAS INSTRUMENTS INC	JULY 18 2000	APR 25 2002	30,347.50	53,746.89				
715	TEXAS INSTRUMENTS INC	APR 23 2002	APR 25 2002	21,807.50	23,167.72				
2,140	TRANSOCEAN SEDCO FOREX INC	JULY 16 2000	APR 25 2002	72,760.00	97,302.84				
1,615	TYCO INTERNATIONAL LTD NEW	JULY 16 2000	APR 25 2002	35,530.00	87,109.06				
1,220	TYCO INTERNATIONAL LTD NEW	JULY 31 2001	APR 25 2002	26,840.00	55,236.42				
690	VERITAS SOFTWARE CORP	MAR 28 2002	APR 25 2002	18,074.55	30,468.33				
1,225	VERIZON COMMUNICATIONS	JULY 18 2000	APR 25 2002	54,746.92	59,412.50				
640	VERIZON COMMUNICATIONS	MAY 8 2001	APR 25 2002	25,932.80	33,843.27				
1,750	VIACOM INC CLASS B	AUG 3 2000	APR 25 2002	87,412.50	114,126.60				
785	WAL MART STORES INC	JULY 18 2000	APR 25 2002	44,168.20	47,188.13				
1,120	WAL MART STORES INC	AUG 24 2001	APR 25 2002	55,094.84	55,094.84		8,222.71		
870	WETH	APR 15 2002	APR 25 2002	52,340.90	56,095.08				
				<u>373,038,239.12</u>	<u>4,058,418.01</u>	<u>92,449.46</u>	<u>64,644.59</u>	<u>3,027,615.83</u>	<u>151,684.11</u>

LEO GOODWIN FOUNDATION, INC
GAINS AND LOSSES COMMON STOCKS
GROUPAMA ASSET MANAGEMENT
FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS GROSS	COST BASIS	LONG TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSSES	SHORT-TERM LOSSES
736	AMERICAN INTERNATIONAL GROUP INC	DEC 1 2000	APR 16 2002	\$ 93,371.58	\$ 72,150.75			18,779.19	
2,318	AOL TIME WARNER	JAN 16 2001	APR 10 2002	47,382.93	136,690.88			89,907.95	
110	AOL TIME WARNER	JAN 31 2002	APR 10 2002	2,248.55	2,055.60		6,939.74		607.05
1,308	BAXTER INTERNATIONAL INC	JAN 31 2002	APR 25 2002	77,921.32	70,981.58		2,455.57		
1,144	BED BATH & BEYOND INCORPORATED	JUNE 25 2001	APR 25 2002	41,274.08	30,818.51				
178	CARDINAL HEALTH INC	JAN 23 2002	APR 25 2002	11,301.11	16,732.28				
1,462	CARDINAL HEALTH INC	DEC 13 2001	APR 15 2002	101,664.55	88,322.97				5,351.17
332	CELESTICA INC	DEC 19 2000	APR 15 2002	14,322.68	20,812.25	13,341.58			
1,496	CELESTICA INC	JULY 18 2000	DEC 19 2001	43,074.46	93,780.50			50,706.04	
2,239	CITIGROUP INC	JULY 18 2000	APR 23 2002	99,012.20	106,567.80				
2,321	CONCORD EPS INC	OCT 25 2001	APR 9 2002	74,863.19	71,101.88		3,761.31	9,533.46	7,550.60
2,356	COSTCO WHOLESALE CORP	JAN 14 2002	APR 25 2002	92,936.65	102,470.11				
4,619	DELL COMPUTER CORP	JAN 16 2001	APR 9 2002	121,719.99	129,085.97				
788	DISNEY WALT HOLDINGS CO	JAN 29 2001	APR 10 2002	15,826.43	25,693.00				
1,338	DISNEY WALT HOLDINGS CO	MAY 18 2001	NOV 29 2001	27,395.15	42,701.31				10,065.57
827	DYNEX INC CLASS A	MAY 21 2001	NOV 30 2001	18,849.48	37,741.22				15,306.16
1,155	ELECTRONIC DATA SYSTEMS CORP	NOV 18 2001	DEC 17 2001	61,215.00	73,648.13				18,391.74
497	EMC CORP MASS	OCT 23 2001	APR 25 2002	8,905.05	212,572.33				17,430.13
429	EMC CORP MASS	JULY 18 2000	DEC 6 2001	7,418.70				169,113.13	
287	EMC CORP MASS	JULY 18 2000	DEC 7 2001	4,539.99					
1,668	EMC CORP MASS	JULY 18 2000	DEC 10 2001	22,595.46					
710	EMC CORP MASS	JULY 18 2000	DEC 20 2001	37,523.50					
410	EMC CORP MASS	MAR 8 2002	APR 25 2002	5,714.01					
840	GAP INC	JUNE 21 2001	NOV 7 2001	11,733.54	40,151.14				2,627.64
579	GAP INC	JUNE 21 2001	NOV 8 2001	7,741.75	57,528.36				32,339.06
576	GENERAL DYNAMICS CORP	MAR 20 2002	NOV 9 2001	55,578.24	53,787.34		1,790.90	28,834.39	
926	GENERAL ELECTRIC CO	MAR 18 2002	APR 25 2002	37,141.40	77,274.67				
1,010	GENERAL ELECTRIC CO	DEC 5 2000	MAR 18 2002	37,746.73	26,447.85				
1,211	GENERAL ELECTRIC CO	APR 11 2001	APR 25 2002	79,633.28	77,219.85		2,403.40		
480	GILLETTE COMPANY	DEC 7 2001	FEB 25 2002	82,301.93	15,912.26		1,558.37		
707	GILLETTE COMPANY	DEC 14 2001	FEB 25 2002	23,268.22	23,268.22				
635	GILLETTE COMPANY	DEC 18 2001	FEB 25 2002	21,563.08	21,563.08				
2,049	HONEYWELL INTERNATIONAL INC	FEB 27 2001	APR 25 2002	75,300.75	78,061.89				2,762.13
1,153	HONEYWELL INTERNATIONAL INC	DEC 7 2001	APR 25 2002	71,100.20	66,005.21		7,094.99		

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 GROUPAMA ASSET MANAGEMENT
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OF SALE	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
1,130	ALA TENCOR CORP	MAR 5 2002	APR 25 2002	67,450.84	75,357.25				
603	KOHL'S CORP	FEB 28 2002	APR 25 2002	43,838.10	40,496.60		3,341.50		7,900.29
673	LOWES COMPANIES NORTH CAROLINA	APR 27 2001	DEC 14 2001	30,635.64	32,239.83				1,604.19
568	LOWES COMPANIES NORTH CAROLINA	JULY 2 2001	FEB 25 2002	26,662.46	35,732.25				9,069.77
1,839	MERILL LYNCH & CO	JULY 18 2000	APR 23 2002	76,948.27	29,128.06		49,820.21		
2,082	MICROSOFT CORP WASHINGTON	MAY 15 2001	APR 9 2002	91,931.56	135,330.00			43,398.44	
1,712	MINNESOTA MINING MANUFACTURING CO	DEC 20 2000	APR 25 2002	86,142.05	117,202.31				28,035.02
1,422	MORGAN STANLEY DEAN WITTER & CO	JULY 16 2000	APR 9 2002	71,467.31	72,102.70	8,039.35		58,467.94	
558	MORGAN STANLEY DEAN WITTER & CO	JAN 29 2001	APR 9 2002	31,771.56	129,935.25				
3,658	NOKIA CORP SPONSORED AMERICAN	JAN 22 2001	APR 25 2002	58,186.44	29,663.29				1,690.73
2,087	ORACLE CORP	JAN 25 2001	NOV 13 2001	30,541.37	79,298.72				20,112.28
2,270	ORACLE CORP	JAN 25 2001	MAR 4 2002	37,227.28	62,951.85			44,818.26	
140	ORACLE CORP	JULY 26 2001	MAR 4 2002	1,916.11	2,689.62				773.51
309	PEPSICO INC	AUG 23 2001	FEB 26 2002	15,685.06	14,622.75		1,062.31		
1,402	PEPSICO INC	AUG 30 2001	APR 25 2002	73,306.60	66,770.25		6,536.35		
1,955	PFIZER INC	JAN 24 2001	JAN 23 2002	51,512.33	83,663.25				4,649.98
466	PFIZER INC	JAN 30 2001	JAN 24 2002	48,032.81	20,531.87				
1,886	QUALCOMM INC	SEPT 25 2001	APR 25 2002	61,360.44	91,847.45				
1,051	TENET HEALTHCARE CORP	SEPT 21 2001	APR 25 2002	76,617.90	60,611.46		16,006.44		30,487.01
2,323	TYCO INTERNATIONAL LTD NEW	JULY 18 2000	JAN 9 2002	84,655.70	124,697.24			40,041.54	
444	VERITAS SOFTWARE CORP	OCT 18 2000	JAN 9 2002	69,703.77	67,832.81				
970	VERITAS SOFTWARE CORP	JAN 8 2001	JAN 9 2002	71,112.16	71,112.16			69,241.70	
148	VERITAS SOFTWARE CORP	JULY 30 2001	JAN 9 2002	6,321.82	6,321.82		973.86		17,214.81
1,520	VERITAS SOFTWARE CORP	AUG 28 2001	APR 25 2002	39,766.00	57,000.81				
1,652	VIACOM INC CLASS A	NOV 30 2001	APR 25 2002	79,540.64	79,540.64		13,466.26		
2,264	WORLDCOM INC GROUP	JAN 16 2001	MAR 5 2002	18,308.52	94,403.39			60,009.26	
2,298	WORLDCOM INC GROUP	JAN 16 2001	MAR 11 2002	20,678.55	4,592.94				
				<u>\$ 2,830,410.11</u>	<u>\$ 3,648,051.16</u>	<u>\$ 21,380.83</u>	<u>\$ 117,211.21</u>	<u>\$ 689,817.28</u>	<u>\$ 266,414.91</u>

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 SENeca CAPITAL MANAGEMENT
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES HOLD	EDITION/TICKER	TRADE DATE	DATE SOLD	PROCEEDS GROSS	COST BASIS	LONG TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
1904	ADVANCED MICRO DEVICES INC	DEC 11 2001	APR 24 2002	21,026 81	32,581.78				
500	AFFILIATED COMPUTER SERVICES IN CL A	MAR 5 2002	APR 25 2002	26,935 00	26,410 86		524 04		10,544 97
458	ALLEGAN INC	JULY 18 2000	APR 25 2002	30,946 30	33,577 00			2,730 70	
1,519	ALTERA CORP	AUG 21 2001	APR 25 2002	31,458 49	32,669 06				1,210 57
996	AMERICAN EAGLE OUTFITTERS INC	JULY 12 2001	APR 12 2002	24,136 74	32,618 62				8,479 88
438	AMERICAN STANDARD COS INC DELAWARE	OCT 10 2001	FEB 13 2002	26,522 26	26,508 10		14 16		
447	AMERISOURCEBERGEN CORP (HOLDING CO)	OCT 1 2001	APR 25 2002	35,250 30	32,058 05		3,192 25		
1,752	ATI TECHNOLOGIES INC	DEC 10 2001	APR 25 2002	18,783 92	23,868 32				5,192 40
2,605	ATHLETIC CORP	OCT 17 2001	APR 25 2002	23,471 05	21,477 02		1,994 03		
183	AUTOZONE INC	APR 19 2002	APR 25 2002	13,807 35	13,689 90		117 36		
479	BIOMET INC	OCT 4 2001	MAR 26 2002	12,458 07	29,763 35				4,029 94
502	BIOMET INC	OCT 4 2001	MAR 26 2002	13,275 34					
582	BIOVAIL CORP	NOV 14 2001	APR 25 2002	28,750 80	27,804 44		946 36		
122	BROADCOM CORP CLASS A	AUG 16 2001	NOV 26 2001	11,547 29	4,879 73		2,192 47		
116	BROADCOM CORP CLASS A	AUG 17 2001	NOV 26 2001	4,475 09	19,638 10				
587	BROADCOM CORP CLASS A	AUG 27 2001	DEC 10 2001	25,833 58	7,207 92		6,195 48		
315	BROCADE COMMUNICATIONS SYSTEMS INC	OCT 31 2001	FEB 8 2002	9,844 00	2,136 08				
558	BROCADE COMMUNICATIONS SYSTEMS INC	NOV 6 2001	APR 18 2002	14,580 43	15,492 75				812 30
908	CAPITAL ONE FINANCIAL CORP	JULY 18 2000	DEC 6 2001	46,137 75	46,137 75	2,249 93			
1,057	CHARTER ONE FINANCIAL INC	JULY 2 2001	APR 25 2002	36,889 30	31,329 18		5,560 12		1,517 90
714	CIRCUIT CITY STORES INC	DEC 21 2001	FEB 21 2002	16,906 98	18,514 88				818 88
640	CIRCUIT CITY STORES INC	APR 9 2000	APR 25 2002	13,516 80	14,335 68				
604	CLOROX CO	NOV 5 2001	APR 25 2002	26,998 80	23,497 30		3,501 50		
378	DANABER CORP	MAR 12 2002	APR 25 2002	26,447 60	26,891 50				
1,049	ECHOSTAR COMMUNICATIONS CORP CL A NEW	JULY 18 2000	FEB 25 2002	23,814 19	45,081 30				
543	ELECTRONICS ARTS	JULY 13 2001	APR 25 2002	32,179 85	31,112 33		1,017 52		
596	GENZYME CORP GENERAL DIVISION	AUG 1 2001	APR 4 2002	24,531 90	30,548 35				
570	HARLEY DAVIDSON INC WTSIC	JULY 19 2001	APR 12 2002	30,211 88	29,351 25		1,860 63		
1,839	HEALTHSOUTH CORP	JUNE 22 2001	APR 12 2002	21,981 50	22,031 50				
1,585	INTIMATE BRANDS INC CLASS A	NOV 19 2001	MAR 22 2002	27,639 95	27,639 95				3,093 20
1,204	JABIL CIRCUIT INC	OCT 12 2001	APR 25 2002	9,017 64	23,161 55				3,503 77
878	JUNIPER NETWORKS INC	NOV 27 2001	APR 25 2002	23,324 76	25,078 31				14,143 91
628	KING PHARMACEUTICALS INC	SEPT 21 2001	NOV 2 2001						1,745 55

LEO OGDOWIN FOUNDATION, INC
GAINS AND LOSSES COMMON STOCKS
SENECA CAPITAL MANAGEMENT
FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OF SALE	COST BASIS	LONG TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
340	LABORATORY CORP AMERICA HOLDINGS	NOV 21 2000	MAR 11 2002	29,000.40	23,417.50	5,582.90			
1	UNLIMITED INC A/B	MAR 22 2002	MAR 22 2002	9.06	6.32		2.74		
1,743	UNLIMITED INC A/B	MAR 22 2002	MAR 22 2002	37,698.68	22,025.18		10,673.50		4,029.18
1,508	LSI LOGIC CORP	OCT 24 2001	APR 25 2002	23,147.00	27,976.18				
875	MARVELL TECHNOLOGY GROUP LTD	NOV 1 2001	APR 25 2002	33,736.40	26,711.48		7,024.92		
573	MAYTAG CORP	MAR 8 2002	APR 25 2002	24,319.50	21,316.38		3,003.12		
808	MICREL INC	MAR 19 2002	APR 25 2002	17,695.20	20,381.09			15,074.50	2,585.89
294	MSG GROUP PLC ADR	JULY 18 2000	DEC 5 2001	6,078.50	21,903.00				
842	NEWELL RUBBERHEAD	MAR 12 2002	APR 25 2002	26,809.28	27,215.01				405.73
421	NEW YORK TIMES CL A	JAN 20 2001	JAN 20 2002	18,103.04	10,755.19				652.15
650	NOVELLUS SYSTEMS INC	DEC 13 2001	APR 25 2002	31,113.50	27,797.28		3,318.22		
330	NOVADA CORP	AUG 21 2001	NOV 23 2001	16,325.80	13,530.00		2,695.80		
613	OFFICE DEPOT INC	SEPT 21 2001	MAR 12 2002	11,977.28	19,182.83		8,907.87		
837	OFFICE DEPOT INC	SEPT 21 2001	MAR 13 2002	16,113.42	19,182.83				
640	POLYCOM INC	FEB 4 2002	FEB 15 2002	14,207.17	21,923.90				7,716.73
857	REEBOK INTERNATIONAL LTD	JUNE 27 2001	NOV 13 2001	17,245.15	26,626.50				9,381.35
1,517	RF MICRO DEVICES INC	NOV 16 2001	NOV 13 2001	25,067.67	34,453.36				9,385.69
2,461	RITE AID CORP	JUNE 19 2001	NOV 27 2002	12,462.75	22,309.82				9,847.07
1,412	SANTA FE INTERNATIONAL CORP	JULY 18 2000	NOV 19 2001	28,999.51	48,893.76				19,894.25
845	SEMTECH CORP	AUG 3 2001	NOV 8 2001	25,885.10	30,634.66				4,749.56
271	SHAW GROUP INC	JULY 11 2001	NOV 9 2001	7,190.55	20,764.04				6,005.04
219	SHAW GROUP INC	JULY 18 2000	NOV 1 2001	5,568.45					
155	SPX CORP	JULY 18 2000	NOV 1 2001	15,533.20	22,097.19			6,563.99	
258	SPX CORP	SEPT 13 2000	APR 25 2002	36,212.88	36,294.35				
275	STANLEY WORKS	MAY 31 2001	APR 25 2002	11,455.62	24,362.89		837.56		
332	STANLEY WORKS	MAY 31 2001	NOV 13 2001	13,744.83					
370	ST JUDE MEDICAL INC	SEPT 27 2001	NOV 16 2001	29,692.50	25,594.64				3,382.60
721	STARWOOD HOTELS & RESORTS WORLD WIDE	APR 25 2002	APR 25 2002	26,351.35	23,822.79		4,097.86		
571	THE TALBOT'S INC	JAN 30 2002	APR 25 2002	17,297.20	20,679.80		4,578.06		
594	TENET HEALTHCARE CORP	MAR 5 2002	APR 25 2002	37,760.82	16,446.37	21,314.45			
765	TIFFANY & CO NEW	JUNE 22 2001	APR 25 2002	28,664.55	27,296.06		1,368.49		
678	UNIVISION COMMUNICATIONS INC CLASS A	NOV 20 2001	APR 25 2002	29,119.00	23,680.43		5,430.57		
450	VALERO ENERGY CORP NEW	JULY 18 2000	DEC 18 2001	15,587.87	13,640.62	1,947.25			
475	WEATHERFORD INTERNATIONAL CORP NEW	OCT 26 2000	NOV 6 2001	15,153.02	19,987.18			4,834.16	
462	ZIONS BANCORPORATION	MAR 28 2002	APR 23 2002	25,043.55	27,316.27				2,272.72
				\$ 1,455,116.59	\$ 1,561,042.36	\$ 31,094.53	\$ 81,131.71	\$ 51,351.93	\$ 144,758.58

LEO GOODWIN FOUNDATION, INC
GAINS AND LOSSES COMMON STOCKS
LAZARD FRERES ASSET MANAGEMENT (INTL EQUITY)
FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OR SALE	COST BASIS	LONG TERM GAIN	SHORT TERM GAIN	LONG-TERM LOSS	SHORT TERM LOSS
2,000	ABN AMRO HOLDING N.V	JULY 18 2000	APR 25 2002	40,020.00	44,875.00			8,855.00	
1,175	ARCON N.V ORDINARY NEW YORK SHARES	OCT 8 2000	APR 25 2002	29,235.25	44,949.84			18,714.61	
900	ARTEROLAGET ELECTROLUX B SHS ADR	JULY 18 2000	APR 18 2002	31,668.50	29,025.00	2,643.50			
650	ALCATEL SA SPONSORED ADR	JULY 31 2000	APR 25 2002	6,164.00	47,928.97				39,762.97
1,100	ASTRAZEMBA PLC SPONSORED ADR	JULY 24 2000	NOV 17 2000	53,020.00	46,900.00	10,634.28			
650	AVENTIS SPONSORED ADR	JULY 24 2000	APR 25 2002	45,346.30	46,233.20			886.70	
1,200	AVA SPONSORED ADR	JULY 18 2000	APR 25 2002	25,392.00	43,729.00			18,333.00	
390	BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT	OCT 11 2001	APR 25 2002	55,948.00	49,947.58		5,900.42		
900	BP AMOCO PLC SPONSORED ADR	JULY 24 2000	APR 25 2002	44,748.00	45,787.50			1,039.50	
1,800	CADBURY BANK AS ADR	JULY 31 2000	APR 25 2002	54,504.00	46,279.58	8,224.42			
700	CANON INC ADR	JULY 31 2000	APR 25 2002	27,867.00	31,412.50	13,750.00			
2,750	DANKO BANK AFS ADR	JULY 31 2000	APR 25 2002	46,475.00	32,725.00			3,945.50	
500	DEUTSCHE BANK SAUR EMH	JULY 24 2000	APR 25 2002	31,620.00	48,187.50			14,567.50	
1,300	DIAGEO PLC NEW ADR	JULY 24 2000	APR 25 2002	70,850.00	48,475.00	24,375.00			
2,300	ENDENSA S A SPONSORED ADR	JULY 18 2000	APR 25 2002	35,098.00	46,431.25			11,333.25	
650	ENI SPA ADR	JULY 31 2000	APR 25 2002	64,368.00	47,546.88	18,821.12			
700	GLAXOSMITHKLINE	JAN 3 2001	APR 25 2002	36,542.32	43,629.61			5,087.29	
200	GLAXOSMITHKLINE	FEB 12 2002	APR 25 2002	9,684.00	10,056.00				372.00
687	HEIKENEN NY ADR	JULY 31 2000	APR 25 2002	29,884.50	31,729.38			1,854.88	
500	HSBC HOLDINGS PLC SPONSORED ADR	JULY 24 2000	APR 25 2002	29,990.00	33,125.00			3,135.00	
245	HSBC HOLDINGS PLC SPONSORED ADR	JAN 17 2002	APR 25 2002	23,092.30	22,842.88				
1,400	ING GROEP NV SPONSORED ADR	JULY 24 2000	APR 25 2002	36,596.00	48,937.96		349.42		
100	KOA CORP ADR	JULY 24 2000	APR 25 2002	19,200.00	29,300.00			10,361.00	
800	METLIFE A SPONSORED ADR	JULY 18 2000	APR 25 2002	52,110.00	45,787.50	6,322.50			
1,775	NEUA CORP SPONSORED AMERICAN	MAY 1 2001	APR 25 2002	28,755.00	49,866.11				20,911.11
1,200	NOVARTIS AG SPONSORED ADR	JULY 24 2000	APR 25 2002	50,268.00	46,875.00	8,590.14			
115	NOVARTIS AG SPONSORED ADR	MAR 4 2002	APR 25 2002	4,828.85	4,353.22		475.63		
800	ROYAL DUTCH PETROLIUM CO	JULY 31 2000	APR 25 2002	41,600.00	46,704.78			5,104.00	
1,100	SAN PAOLO IMI SPA SPONSORED	AUG 8 2001	APR 25 2002	24,860.00	27,594.82				
450	SIEMENS AG ADR	JULY 31 2000	APR 25 2002	26,505.00	46,650.00				2,634.32
700	SINHLINE BEECHAM PLC ADR	JULY 18 2000	JAN 3 2001		43,662.50	4,972.50			
3,800	SOGETI GENERALE FRANCE ADR	JULY 18 2000	APR 25 2002	54,285.00	46,312.50			20,145.00	
450	SONY CORPORATION ADR	JULY 18 2000	JAN 11 2002	21,736.89	44,971.80			23,234.99	
650	TOTAL FINA ELF S A SPONSORED ADR	JULY 24 2000	APR 25 2002	48,574.50	47,774.38	840.12			
775	UBS AG INHABER AKT NEW	SEPT 25 2001	APR 25 2002	37,703.75	33,844.85		3,858.90		
1,900	UNILEVER PLC SPONSORED ADR	JULY 31 2000	APR 25 2002	64,544.00	46,183.75	18,350.25			
600	VIVENDI UNIVERSAL SA-ADR (FRA VIVENDI SPONS ADR)	AUG 3 2000	FEB 1 2002	28,847.26	46,135.00			20,077.74	
837	ZURICH FINANCIAL SERVICES SAOR	NOV 1 2000	APR 25 2002	19,525.40	47,215.43			27,690.03	
				\$ 1,320,778.02	\$ 1,541,310.47	\$ 115,571.81	\$ 10,480.27	\$ 200,156.71	\$ 63,680.90

LEO GOODWIN FOUNDATION, INC.
 CAPITAL GAINS AND LOSSES US T NOTES & CORPORATE BONDS
 FURMAN SELZ CAPITAL MANAGEMENT
 FISCAL YEAR ENDED OCTOBER 31, 2002

TRADE OR PURCHASE DATE	SOLD DATE	PROCEEDS OF SALE	COST BASIS	LONG- TERM GAIN	LONG- TERM LOSS	SHORT TERM GAIN	SHORT TERM LOSS	PREMIUM BALANCE	DISCOUNT BALANCE	PURCHASE INTEREST	WRITE-OFF	WRITE-OFF
U.S. TREASURY NOTES												
JULY 20 2000	JAN 28 2002	238,350 38	225,000	15,766 64		8,071 19		2,464 59			2,416 26	
JAN 24 2001	NOV 16 2001	237,375 00	175,000									
MAR 7 2001	NOV 16 2001		50,000									
TOTALS												
		\$ 475,725 38	\$ 450,000 00	\$ 15,766 64	\$ -			\$ 4,144 28	\$ 2,416 26	\$ 159 53		
U.S. OBLIGATIONS												
NOV 15 2001	APR 26 2002	626,107 46	435,000			2,312 11			7,731 25	549 79		
DEC 13 2001	APR 26 2002		200,000						4,546 80	523 61		
JAN 24 2001	APR 26 2002	231,092 33	25,000						2,960 10			
FEB 21 2002	APR 26 2002	25,676 92	25,000									
JULY 19 2001	NOV 28 2001	246,756 00	240,000			5,615 32		800 78	1,140 68	134 90		
FEB 21 2002	APR 26 2002	240,562 92	235,000						1,696 17			
MAR 20 2001	APR 26 2002	421,386 40	400,000						10,787 52			
FEB 14 2002	APR 26 2002	206,984 40	200,000						7,367 20			
TOTALS												
		\$ 1,998,566 43	\$ 1,960,000 00	\$ 9,052 43	\$ -	\$ 22,393 06	\$ 641,561 (1)	\$ 21,792 35	\$ 15,238 15	\$ 1,208 30		

LEO GOODWIN FOUNDATION, INC.
CAPITAL GAINS AND LOSSES US T-NOTES & CORPORATE BONDS
 FURMAN SELF CAPITAL MANAGEMENT
 FISCAL YEAR ENDED OCTOBER 31, 2002

	TRADE OR PURCHASE DATE	DATE SOLD	PROCEEDS 1/ OF SALE	COST BASIS	LONG TERM GAIN	LONG TERM LOSS	SHORT TERM GAIN	SHORT- TERM LOSS	PREMIUM BALANCE WRITE-OFF	DISCOUNT BALANCE WRITE-OFF	PURCHASE INTEREST WRITE-OFF	
CORPORATE BONDS												
CITIGROUP INC NOTES	JUNE 7 2001	APR 26 2002	\$ 231,210.00	225,000			6,538.05			328.05		
COCA COLA ENTERPRISES INC BONDS	AUG 10 2001	APR 26 2002	226,318.50	225,000			1,996.09			677.59		
FORD MOTOR CREDIT CO NOTES	FEB 14 2002	APR 26 2002	198,558.00	200,000				1,084.00		358.00		
GENERAL ELECTRIC	JAN 28 2002	APR 26 2002	226,766.25	225,000			3,147.75			1,381.50		
GENERAL MOTORS ACCEPTANCE CORP	MAR 19 2002	APR 26 2002	227,751.75	225,000			2,827.81			1,118.25	1,042.19	
HOUSEHOLD FINANCE CORP	OCT 24 2001	APR 26 2002	230,068.50	225,000				4,787.50	9,796.00			
INTERNATIONAL BANK FOR RECONSTRUCT MAY 16 2001	FEB 14 2002		215,334.00	400,000			13,394.18					
INTERNATIONAL BUSINESS MACHINES CORP	OCT 18 2001	APR 26 2002	222,975.00	225,000				4,712.63	2,322.00			
JP MORGAN CHASE AND CO NOTES	AUG 9 2001	FEB 14 2002	227,436.75	225,000			1,631.25					
KRAFT FOODS, INC. NOTES	NOV 13 2001	APR 26 2002	186,190.00	200,000				4,579.72	410.00		359.72	
SBC COMMUNICATIONS INC NOTES	MAY 15 2001	NOV 13 2001	209,104.00	200,000			10,871.60			1,767.60		
SBC COMMUNICATIONS INC NOTES	MAY 15 2002	APR 26 2002	204,508.00	200,000			6,275.60			1,767.60		
TARGET CORP NTS	MAR 1 2001	MAR 8 2002	222,090.75	225,000			3,265.03			6,504.75		
UNILEVER CAPITAL CORP	MAR 7 2001	MAR 8 2002	238,540.50	175,000	108.63				7,062.75			
UNILEVER CAPITAL CORP	OCT 9 2001	MAR 19 2002	227,502.00	50,000				6,096.15	1,957.66			
WAL MART STORES INC BONDS	FEB 14 2002	APR 26 2002	223,764.75	225,000				2,442.47	8,598.15			
WELLS FARGO & CO SR				225,000					726.75			
TOTALS			\$3,743,807.75	\$3,675,000.00	\$ 108.63	\$0.00	\$ 49,947.36	\$23,702.47(1)	\$30,873.31	\$13,903.24	\$ 1,401.91	

LEO GOODWIN FOUNDATION, INC
GAINS AND LOSSES COMMON STOCKS
CIBC - DIA SHORT TERM BONDS
FISCAL YEAR ENDED OCTOBER 31, 2002

FACE VALUE	US TREASURY NOTE	TRADE DATE	DATE SOLD	PROCEEDS DE SALE	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
70,000	US TREASURY NOTE 6 125% 8-15 07	MAY 16 2002	JUNE 6 2002	75,425 00	76,002 39	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
	GOVERNMENT AGENCIES								
75,000	FEDERAL HOME LOAN MTG CORP	MAY 28 2002	JULY 9 2002	77,140 50	79,061 00	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
	CORPORATE BONDS								
65,000	CITIGROUP INC	MAY 30 2002	JULY 9 2002	70,071 30	69,843 31	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
70,000	WELLS FARGO FINANCIAL	JUNE 5 2002	AUG 30 2002	72,816 80	69,571 60	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS

PROCEEDS	142,888 10	PROCEEDS	77,140 50
COST BASIS	139,414 91	COST BASIS	79,061 00
GAIN	3,473 19	GAIN	1,920 50
LOSS	-	LOSS	-
PROCEEDS	142,888 10	PROCEEDS	75,425 00
COST BASIS	139,414 91	COST BASIS	76,002 39
GAIN	3,473 19	GAIN	577 39
LOSS	-	LOSS	-

LEO GOODWIN FOUNDATION, INC. FAMILY AND LOBBY BONDS									
CIBC ALLEGIANCE LONG TERM BONDS									
FISCAL YEAR ENDING OCTOBER 31, 2000									
	TRADE DATE	DATE SOLD	PROCEEDS OR SALE	COST BASIS	SHORT-TERM GAIN	SHORT-TERM LOSS	PURCHASE INTEREST WRITE-OFF	PREMIUM BALANCE WRITE-OFF	DISCOUNT BALANCE WRITE-OFF
US TREASURY NOTE 5.625%/11-30-01	SEPT 17 2002	SEPT 25 2002	10,065.23	10,000					
US TREASURY NOTE 5.625%/11-30-02	SEPT 17 2002	SEPT 30 2002	97,610.04	97,000		1,994.11	1,841.80	827.58	
US TREASURY NOTE 5.625%/11-30-02	OCT 28 2002	OCT 30 2002	194,333.12	194,000		2,439.51	361.57	1,000.00	
US TREASURY NOTE 3.0%/11-30-03	MAY 15 2002	MAY 13 2002	8,031.25	8,000		89.25	109.50	1.00	
US TREASURY NOTE 3.0%/11-30-03	MAY 15 2002	MAY 20 2002	35,112.11	35,000		392.49	4.00	4.00	
US TREASURY NOTE 3.0%/11-30-03	MAY 15 2002	JUNE 3 2002	68,192.03	68,000	154.03		800.50	8.00	
US TREASURY NOTE 2.425%/7-31-04	MAY 15 2002	JUNE 14 2002	256,331.87	235,000	443.91		1,646.01	176.00	768.03
US TREASURY NOTE 2.425%/7-31-04	MAY 15 2002	AUG 28 2002	52,172.66	52,000	118.24		51.00	176.00	
US TREASURY NOTE 6.5%/12-15-05	MAY 15 2002	SEPT 16 2002	121,533.01	121,000	22.84		118.24	411.93	
US TREASURY NOTE 6.5%/12-15-05	MAY 15 2002	AUG 5 2002	112,299.37	101,000	1,569.11		28.26	2,275.00	
US TREASURY NOTE 6.5%/12-15-05	MAY 15 2002	AUG 5 2002	307,559.57	275,000	369.14		853.14	6,573.88	
US TREASURY NOTE 3.5%/11-15-06	MAY 20 2002	SEPT 3 2002	27,443.28	28,000	533.63		3,076.18	29,159.95	
US TREASURY NOTE 4.375%/5-15-07	MAY 20 2002	JUNE 25 2002	260,134.26	263,000	679.60		837.44		1,117.42
US TREASURY NOTE 5.625%/5-15-08	MAY 20 2002	AUG 1 2002	194,647.46	193,000	7,274.00		1,418.78	3,144.37	
US TREASURY NOTE 5.625%/5-15-08	MAY 20 2002	AUG 12 2002	9,825.84	9,000		192.22	359.67	1,462.40	
US TREASURY NOTE 5.625%/5-15-08	MAY 20 2002	OCT 23 2002	5,653.91	5,000			1,060.75	3,602.81	
US TREASURY NOTE 5.250%/8-15-10	MAY 20 2002	OCT 19 2002	77,581.40	54,000			347.70	1,268.29	
US TREASURY NOTE 5.250%/8-15-10	MAY 20 2002	AUG 19 2002	66,885.78	30,000	1,241.85		2,217.41	1,268.29	
US TREASURY NOTE 5.250%/8-15-10	MAY 20 2002	OCT 11 2002	67,325.66	28,000	3,968.82		256.08	1,921.47	
US TREASURY NOTE 4.875%/2-15-12	MAY 20 2002	OCT 21 2002	134,388.44	137,000	995.81		59.92	3,469.93	
US TREASURY NOTE 7.5%/11-15-21	MAY 20 2002	MAY 23 2002	103,861.33	82,000	91.04		1,234.29	20,903.60	4,235.31
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	MAY 20 2002	9,094.24	9,000	462.29		1,420.52	67.00	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	MAY 31 2002	26,620.55	26,000	112.26		140.00	200.00	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	JUNE 14 2002	43,133.28	41,000	9.97		441.52		
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	JUNE 18 2002	30,309.51	29,000	2,671.85		1,577.00	201.46	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	JUNE 28 2002	15,462.56	15,000	501.23		244.00	112.00	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	MAY 19 2002	15,457.82	15,000	2,118.26		383.00	176.46	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	AUG 13 2002	27,677.74	25,000	9,049.74			413.00	
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	SEPT 4 2002	29,634.93	58,000					
US TREASURY NOTE 6.00%/2-15-26	MAY 15 2002	SEPT 4 2002	39,817.81	4,000					
			\$ 2,400,015.71	\$ 2,286,000.00	\$ 30,084.14	\$ 6,522.51	\$ 21,265.86	\$ 79,461.11	\$ 11,158.86
			PROCEEDS	2,400,015.71	GAIN	30,084.14	PURCHASE INTEREST	21,265.86	
			COST BASIS	2,286,000.00	LOSS	6,577.54	PREMIUM	79,461.11	
				\$ 114,015.71		\$ 24,356.60	DISCOUNT	11,158.86	
								\$114,015.71	

LEO ECONOMY FOUNDATION, INC. SALES AND LESSES BONDS									
FISCAL YEAR ENDED OCTOBER 31, 2002									
TRADE DATE	DATE SOLD	PROCEEDS DE SALE	COST BASIS	SHORT TERM GAIN	SHORT TERM LOSS	PURCHASE INTEREST WRITE OFF	PREMIUM BALANCE WRITE OFF	DISCOUNT BALANCE WRITE OFF	
GOVERNMENT AGENCIES									
FEDERAL HOME LOAN MTG CORP 3.25%/04	MAY 13 2002	110,483.13	112,000	413.13		50.00		1,780.00	
FEDERAL HOME LOAN MTG CORP 3.25%/04	MAY 14 2002	131,213.56	125,000	867.81		61.49		2,175.85	
FEDERAL HOME LOAN MTG CORP 2.875%/03	SEPT 3 2002	278,285.68	273,000	427.06		373.35	1,342.77		
FEDERAL HOME LOAN MTG CORP 5.75%/08	MAY 14 2002	340,659.38	343,000	2,883.89		1,833.61	8,071.88		
FEDERAL HOME LOAN MTG CORP 5.625%/11	MAY 15 2002	111,260.15	111,000	259.84		1,127.34		1,162.03	
FEDERAL NATIONAL MTG ASSN 6 P/RV08	MAY 23 2002	39,545.19	37,000	727.35		66.33	1,731.50		
FEDERAL NATIONAL MTG ASSN 6.0%/08	MAY 23 2002	15,006.25	14,000	1,384.85		149.00	2,980.00		
FEDERAL NATIONAL MTG ASSN 6.0%/08	MAY 23 2002	53,517.61	50,000	3,340.07		190.00	2,791.93		
FEDERAL NATIONAL MTG ASSN 6.0%/08	MAY 23 2002	73,270.80	67,000	82,000		209.00	4,186.00		
FEDERAL NATIONAL MTG ASSN 6.0%/08	MAY 23 2002	203,031.09	99,000	12,161.70		346.50	5,127.69		
FEDERAL NATIONAL MTG ASSN 6.25%/28	MAY 31 2002	29,713.68	29,000	884.67		100.70		271.89	
FEDERAL NATIONAL MTG ASSN PASS THRU POOL	JUNE 20 2002	328,659.24	323,413.77	8,228.82				2,973.35	
		\$ 1,715,629.13	\$ 1,662,413.77	\$ 31,287.45	\$ 427.06	\$ 4,476.32	\$ 26,241.97	\$ 6,363.12	
		PROCEEDS		GAIN		PURCHASE INTEREST			
		COST BASIS		LOSS		PREMIUM			
		1,715,629.13				4,476.32			
		1,662,413.77				26,241.97			
		33,215.36				8,363.12			
									\$ 53,215.36

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 CIRC - CAMBIAR LARGE CAP VALUE
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OF SALE	COST BASIS
230	BOSTON SCIENTIFIC CORP	MAY 21 2002	JUNE 24 2002	\$ 6,991.78	\$ 5,770.70
350	BOSTON SCIENTIFIC CORP	MAY 21 2002	OCT 9 2002	12,214.63	8,781.50
115	BOSTON SCIENTIFIC CORP	MAY 21 2002	OCT 23 2002	4,415.99	2,885.35
0 4911	CARMAX INC (CIRCUIT CITY S/O)	OCT 1 2002	OCT 1 2002	7.54	12.57
35	CARMAX INC (CIRCUIT CITY S/O)	OCT 1 2002	OCT 17 2002	528.20	896.70
247	CARMAX INC (CIRCUIT CITY S/O)	OCT 1 2002	OCT 18 2002	3,716.39	6,324.61
0.806	CONOCOPHILLIPS (FKA CONOCO INC)	SEPT 3 2002	SEPT 3 2002	41.40	44.99
800	ELECTRONIC DATA SYSTEMS CORP	MAY 21 2002	JUNE 27 2002	32,770.53	43,992.00
1,600	MOTOROLA INC	MAY 21 2002	JUNE 26 2002	17,595.31	25,600.00
3,435	PARAMETRIC TECHNOLOGY CORP	MAY 21 2002	JULY 10 2002	10,367.88	21,005.00
1,995	PARAMETRIC TECHNOLOGY CORP	MAY 21 2002	JULY 11 2002	5,984.81	5,984.81
980	SCHERING PLOUGH CORP	MAY 21 2002	OCT 11 2002	17,580.67	24,304.00
625	SCHERING PLOUGH CORP	MAY 21 2002	OCT 15 2002	11,874.64	15,685.85
475	WATSON PHARMACEUTICALS	MAY 21 2002	JULY 5 2002	9,735.35	26,195.64
545	WATSON PHARMACEUTICALS	MAY 21 2002	JULY 9 2002	10,532.84	

TOTALS

\$ 144,357.98	PROCEEDS
\$ 181,498.41	COST BASIS
\$ (37,140.43)	

LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
\$ -	\$ 1,221.08	\$ -	\$ 5.03
\$ 6,184.71	\$ 3,433.13	\$ -	\$ 368.00
\$ -	\$ 1,530.50	\$ -	\$ 2,608.34
\$ -	\$ -	\$ -	\$ 3.59
\$ -	\$ -	\$ -	\$ 11,221.47
\$ -	\$ -	\$ -	\$ 8,004.69
\$ -	\$ -	\$ -	\$ 4,652.31
\$ -	\$ -	\$ -	\$ 6,723.33
\$ -	\$ -	\$ -	\$ 3,811.21
\$ -	\$ -	\$ -	\$ 5,927.45
\$ 6,184.71	\$ -	\$ -	\$ 43,325.42

6,184.71	GAINS
43,325.42	LOSSES
\$ (37,140.71)	

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 CIBC - KAYNE LARGE CAP VALUE
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS	DE SALE	COST BASIS
300	FEDERAL SIGNAL CORP	MAY 30 2002	SEPT 26 2002	\$ 5,659 23	\$ 7,609 20	
110	ROBINSON, C H, WORLDWIDE INC	MAY 30 2002	JULY 15 2002	\$ 3,393 73	\$ 3,693 36	
TOTALS				\$ 9,052 96	\$ 11,302 56	

PROCEEDS	9,052 96
COST BASIS	11,302 56
	\$ (2,249 60)

LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
\$ -	\$ -	\$ -	\$ 2,249 60
			\$ 1,949 97
			\$ 299 63
			\$ (2,249 60)
			\$ 2,249 60

APPENDIX J

LEO GOODWIN FOUNDATION, INC
GAINS AND LOSSES COMMON STOCKS
CIBC - WESTCAP MID CAP GROWTH
FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
21	ADMINSTAFF INC	MAY 15 2002	MAY 29 2002	291 18	1,106 16				
45	ADMINSTAFF INC	MAY 15 2002	MAY 29 2002	558 88					256 10
63	ALGERMES	MAY 15 2002	JULY 1 2002	269 73	2,440 00				1,766 98
59	ALGERMES	MAY 15 2002	JULY 2 2002	403 29					37 19
44	ALLEN TELECOM INC	MAY 15 2002	SEPT 12 2002	238 69	275 88				56 11
51	ALLEN TELECOM INC	MAY 15 2002	SEPT 24 2002	263 66	319 77				37 19
77	ANDREW CORP	MAY 15 2002	JULY 18 2002	1,020 21	3,603 25				1,035 32
126	ANDREW CORP	MAY 15 2002	JULY 19 2002	1,547 72					340 19
24	BENCHMARK ELECTRONICS INC	MAY 15 2002	AUG 19 2002	671 97	3,354 45				
83	BENCHMARK ELECTRONICS INC	MAY 15 2002	AUG 20 2002	2,342 29					
244	BORON LEPORE & ASSOCIATES INC	MAY 15 2002	JUNE 5 2002	3,886 80	3,881 80				
30	BUCA INC	MAY 15 2002	SEPT 12 2002	263 24	515 70				252 46
36	BUCA INC	MAY 15 2002	SEPT 24 2002	287 45	618 84				331 39
35	CATAPULT COMMUNICATIONS CORP	MAY 15 2002	SEPT 24 2002	404 76	900 90				496 14
14	CATAPULT COMMUNICATIONS CORP	MAY 15 2002	SEPT 24 2002	146 29	360 36				214 07
57	CHARLES RIVER LABORATORIES	MAY 15 2002	AUG 9 2002	2,164 73	2,120 40				
48	COINSTAR INC	MAY 15 2002	JULY 29 2002	1,568 63	1,488 00				
139	COINSTAR INC	MAY 15 2002	AUG 1 2002	4,129 38	4,309 00				119 37
88	DREYERS GRAND ICE CREAM INC	MAY 15 2002	JULY 17 2002	5,914 54	4,103 44				179 62
25	DRILL-QUIP INC	MAY 15 2002	SEPT 12 2002	473 98	673 40				127 27
28	DRILL-QUIP INC	MAY 15 2002	SEPT 24 2002	503 14	673 40				170 26
105	FAIR ISSAC & CO INC	MAY 15 2002	AUG 13 2002	3,968 96	4,214 00				245 04
0 233	FAIR ISSAC & CO INC	MAY 15 2002	AUG 6 2002	7 37	9 20				1 83
126	GENESIS MICROCHIP INC	MAY 15 2002	MAY 30 2002	2,142 89	3,569 58				1,426 66
99	GENESIS MICROCHIP INC	MAY 15 2002	MAY 31 2002	1,657 65	2,804 67				1,147 02
32	GULF ISLAND FABRICATION INC	MAY 15 2002	SEPT 12 2002	388 46	608 00				219 54
19	GULF ISLAND FABRICATION INC	MAY 15 2002	SEPT 24 2002	219 25	361 00				141 75
71	KEANE INC	MAY 15 2002	JULY 22 2002	701 46	4,657 19				2,076 94
107	KEANE INC	MAY 15 2002	JULY 24 2002	859 09					292 92
99	KEANE INC	MAY 15 2002	JULY 25 2002	790 20					858 74
30	KEANE INC	MAY 15 2002	JULY 26 2002	229 50					179 97
34	MERIX CORP	MAY 15 2002	SEPT 12 2002	320 44	613 36				381 83
86	MERIX CORP	MAY 15 2002	SEPT 24 2002	692 70	1,551 44				
31	PLANAR SYSTEMS INC	MAY 15 2002	SEPT 12 2002	563 72	743 69				
46	PLANAR SYSTEMS INC	MAY 15 2002	SEPT 24 2002	721 71	1,103 54				

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 CBC - WESTCAP MID CAP GROWTH
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OF SALE	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
33	SBS BROADCASTING SA	MAY 15 2002	SEPT 12 2002	422 71	755 28				332 57
49	SBS BROADCASTING SA	MAY 15 2002	SEPT 24 2002	634 04	1,121 48				487 44
302	SIX FLAGS INC	MAY 15 2002	AUG 14 2002	1,931 03	6,933 30				5,002 27
31	SOUTHWEST BANCORPORATION OF TEXAS INC	JULY 23 2002	AUG 15 2002	1,195 72	987 18		208 54		165 72
44	SPECTRL INK CORP	MAY 15 2002	SEPT 12 2002	302 71	468 43				377 08
46	SYNCOR INTERNATIONAL CORP - DEL	MAY 15 2002	JULY 29 2002	1,313 72	6,588 09				
167	SYNCOR INTERNATIONAL CORP - DEL	MAY 15 2002	JULY 30 2002	4,897 29					
78	ZORAN CORP	MAY 15 2002	MAY 31 2002	1,902 63	1,564 02		338 61		
49	ZORAN CORP	MAY 15 2002	MAY 29 2002	1,148 94	982 52		166 42		
TOTALS									
				\$ 54,162 75	\$ 70,308 57	\$ -	\$ 2,574 00	\$ -	\$ 18,719 82
				PROCEEDS	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
				\$ 54,162 75	\$ 70,308 57	\$ -	\$ 2,574 00	\$ -	\$ 18,719 82
				(16,145 82)	(16,145 82)				
				2,574 00	2,574 00				
				18,719 82	18,719 82				
				(16,145 82)	(16,145 82)				

SHARES SOLD	111	TOTAL FINA ELF 5 A	TOTALS
COMMON STOCK			

TRADE DATE	MAY 16 2002
DATE SOLD	JULY 23 2002

PROCEEDS	7,055 72
DE SALE	7,055 72
COST BASIS	8,579 19
PROCEEDS	7,055 72
COST BASIS	8,579 19

LONG-TERM GAIN	\$ -
SHORT-TERM GAIN	\$ -
LONG-TERM LOSS	\$ -
SHORT-TERM LOSS	\$ -
GAINS	\$ -
LOSSES	\$ (1,523 47)

SHORT-TERM LOSS	1,523 47
SHORT-TERM LOSS	1,523 47

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 CIBC - DELAWARE CAPITAL MANAGEMENT
 FISCAL YEAR ENDED OCTOBER 31, 2002

FACE VALUE	US GOVERNMENT AGENCIES
100,000	FEDERAL HOME LOAN BANK
100,000	FEDERAL NATL. MTG ASSN

TRADE DATE	DATE SOLD
JUNE 5 2002	JUNE 27 2002
JUNE 26 2002	AUG 2 2002

PROCEEDS OF SALE	COST BASIS
\$ 100,000 00	\$ 102,382 08
\$ 100,000 00	\$ 100,093 19
\$ 200,000 00	\$ 202,475 27

LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
\$ -	\$ -	\$ -	\$ 2,382 08
\$ -	\$ -	\$ -	\$ 4 83
\$ -	\$ -	\$ -	\$ 2 386 91

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 EMERALD - LONG TERM BONDS
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD

65	JOHNSON B JOHNSON
114	SCHUMBERGER LTD
652	SUN MICROSYSTEMS INC
0 6603	TRAVELERS PROPERTY CASUALTY CORP "A"
23	TRAVELERS PROPERTY CASUALTY CORP "A"
13 26	TRAVELERS PROPERTY CASUALTY CORP "B"
48	TRAVELERS PROPERTY CASUALTY CORP "B"
125	WELLS FARGO COMPANY

COMMON STOCK

TRADE DATE

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

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MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

MAY 8 2002

PROCEEDS OF SALE

3,754 49

5,642 83

2,738 31

12 26

321 18

11 50

671 49

885 99

13 26

6,492 10

19,214 37

19,214 37

19,214 37

19,214 37

19,214 37

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19,214 37

COST BASIS

3,958 50

6,179 53

4,123 72

11 15

399 61

13 26

885 99

13 26

22,063 86

22,063 86

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SHORT-TERM GAIN

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LONG-TERM LOSS

204 01

536 70

1,385 41

78 43

1 76

214 50

429 79

429 79

429 79

429 79

429 79

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429 79

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429 79

429 79

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SHORT-TERM LOSS

204 01

536 70

1,385 41

78 43

1 76

214 50

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LEO GOODWIN FOUNDATION, INC
EMERALD - BAIRD LANE CAP VALUE
FISCAL YEAR ENDED OCTOBER 31, 2002

LEO GOODWIN FOUNDATION, INC
 GAINS AND LOSSES COMMON STOCKS
 EMERALD - BRANDS LARGE CAP VALUE
 FISCAL YEAR ENDED OCTOBER 31, 2002

SHARES SOLD	COMMON STOCK	TRADE DATE	DATE SOLD	PROCEEDS OF SALE	COST BASIS	LONG-TERM GAIN	SHORT-TERM GAIN	LONG-TERM LOSS	SHORT-TERM LOSS
195	ALSTATE CORP	MAY 9 2002	OCT 11 2002	7,116.68	7,673.25				556.57
290	BOEING CO	MAY 9 2002	JULY 29 2002	12,137.96	13,025.30		1,215.46		887.34
205	DILLARDS INC	MAY 9 2002	MAY 17 2002	6,121.11	4,905.65				102.75
90	EXELON CORPORATION	MAY 9 2002	MAY 13 2002	4,976.85	5,079.60				241.72
175	HEINZ H J CO COMMON	MAY 9 2002	JUNE 28 2002	7,251.78	7,493.50				1,238.60
215	LUBRIZOL CORP	MAY 9 2002	JULY 25 2002	6,331.55	7,570.15				523.55
195	MCDONALDS CORP	MAY 9 2002	JUNE 18 2002	5,820.57	5,688.15		132.42		1,002.80
180	P F G INDUSTRIES INC	MAY 9 2002	JUNE 28 2002	10,653.87	10,094.40		559.47		
300	PRUDENTIAL FINANCIAL INC	MAY 9 2002	JULY 10 2002	9,523.45	10,047.00				
180	VERIZON COMMUNICATIONS	MAY 9 2002	OCT 16 2002	6,341.20	7,344.00				
				\$ 76,275.02	\$ 78,921.00				
				PROCEEDS		GAIN		LOSS	
				\$ 76,275.02	\$ 78,921.00				
				COST BASIS		LOSS		GAIN	
				\$ 76,275.02	\$ 78,921.00				
						1,907.35		4,553.33	
								\$ (2,645.98)	

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
October 31 2002

Description	PRUDENTIAL SECURITIES										CIBC-OPPENHEIMER						
	8000	1820	3000	3000	3000	3000	3000	3000	3000	3000	CALL	CAMCH	EFVAL	EMAY	CPWEE	CPDFL	CPWHI
ASSETS																	
CASH IN BANKS																	
BANK OF AMERICA CHECHING 11-011190-7	32,872.01										0.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK OF AMERICA REPUR AGREEMENT	470,000.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
CIBC CASH	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
EMERALD CASH	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL SECURITIES CASH	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
CIBC MONEY FUND	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
EMERALD MONEY FUND	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
PRUDENTIAL MONEY FUND	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
AR-SHORT TERM INVEST. DUE	78.32										0.00	0.00	0.00	0.00	0.00	0.00	0.00
AP-SHORT TERM INVEST. DUE	0.00										0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH IN BANKS	432,849.33									239,802.63	53,642.02	102,258.75	5,310.12	769.44	26,058.78	78,008.76	0.00
US TREASURY BILLS 01-12-MON - COM	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US T-NOTES & ADJUSTMENTS																	
US T-NOTES																	
US TREASURY NOTE 3/04	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 3/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 3/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 4/7/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/15/21	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US TREASURY NOTE 8/15/21	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US T-NOTES	0.00									350,000.00	851,000.00	0.00	0.00	0.00	0.00	0.00	0.00
US T-NOTES ADJUSTMENTS																	
PREMIUM	0.00									21,163.09	48,798.98	0.00	0.00	0.00	0.00	0.00	0.00
DISCOUNTS	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PURCHASE INTEREST	0.00									779.45	8,599.28	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US T-NOTES ADJUSTMENTS	0.00									21,942.54	57,398.26	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US T-NOTES & ADJUSTMENTS	0.00									371,942.54	908,398.26	0.00	0.00	0.00	0.00	0.00	0.00
US OBLIGATIONS & ADJUSTMENTS																	
US OBLIGATIONS																	
FEDERAL HOME LOAN BANK 3/27/04	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN MTO CORP 3/27/04	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL NATIONAL MTO ASSN 4/7/04	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN BANK 4/03/05	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL NATIONAL MTO ASSN 2/87/05	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL NATIONAL MTO ASSN 7/09/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TENN VALLEY AUTH 6/31/05	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN BANK 5/25/08	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN MTO CORP 4/09/07	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PIMA GO TO PASS THRU POOL 8/06/08	0.00									88,643.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN BANK 8/09/11	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN MTO CORP 8/26/11	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL NATIONAL MTO ASSN 8/08/11	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN BANK 8/09/13-12	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FEDERAL HOME LOAN MTO CORP 8/09/11	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TENNESSEE VALLEY AUTH 8/09/11	0.00									0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US OBLIGATIONS	0.00									318,643.34	490,000.00	0.00	0.00	0.00	0.00	0.00	0.00

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
October 31, 2002

Headings and Descriptions	PRUDENTIAL SECURITIES				CIBC-OFFENHEIMER										
	BFCOM	IFSM	200R	200R	44AZ	200R	CUPRI	CITDA	GAII	CINCH	CECAM	CRAY	C7WB	CEDEL	CRWH
US OBLIGATIONS ADJUSTMENTS															
PREMIUM	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,837.84	3,444.00	0.00	0.00	0.00	0.00	0.00	0.00
DISCOUNT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(128.36)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PLACED INTEREST	0.00	0.00	0.00	0.00	0.00	0.00	0.00	309.77	332.78	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US OBLIGATIONS ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,019.25	3,648.78	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL US OBLIGATIONS & ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	370,837.85	483,848.48	0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE BONDS & ADJUSTMENTS															
CORPORATE BONDS															
ASSOCIATES CORP 8 75%03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NORWEST FINANCIAL INC 8 375%03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BOSTON FED SVCS BK 3 85%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DISCOVER BANK 7 18%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WAL-MART STORES 8 85%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WAL-MART STORES 8 85%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WAL-MART STORES 8 85%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WAL-MART STORES 8 85%04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PROCTER & GAMBLE 4 0%05	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CAPITAL ONE FSA 4 6%05	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KRAFT FOODS INC 4 85%06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MORGAN STANLEY DEAN WIT 6 1%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SBC COMMUNICATIONS 8 75%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WACHOVIA 4 85%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GENERAL ELEC CAP CORP 8%08 14-07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	65,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KRAFT FOODS INC 8 25%07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MCDONALD'S CORP 8 375%07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PROCTER & GAMBLE 4 75%07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
AMWEBER BUSCH COOK 8 125%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
COCA COLA ENTERPRISE 8 75%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
UNITED PARCEL SERVICE 8 0%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WELLS FARGO FINANCIAL 8 875% 8-10-08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK HAWAIIAN INT 8 0%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CATERPILLAR FINAN SVCS 8 6%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MERIDIAN JP 8%07 15-08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
UNITED STATES 8 3%10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
UNITED STATES 8 3%10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
METLIFE AMERICA BONDERS 7 75%11	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CREDIT SUISSE 8 125%11 15-11	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BORGES CAPITAL 8 0%12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GENERAL ELEC CAP CORP 8 875%12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HOUSEHOLD FINANC CP 8 75%12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TARGET CP 8 875%12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK OF AMERICA 8 45%17	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CORPORATE BONDS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	410,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CORPORATE BONDS ADJUSTMENTS															
PREMIUM	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,850.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DISCOUNT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(900.20)	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PLACED INTEREST	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,559.84	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CORPORATE BONDS ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,510.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CORPORATE BONDS & ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	422,510.44	0.00	0.00	0.00	0.00	0.00	0.00	0.00

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
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Description	PRUDENTIAL SECURITIES										CIBC-OPPENHEIMER					CMAA
	DEBT	HYBR	STOCK	REIT	OTHER	AMZN	GOOGL	MSFT	ORCL	IBM	MS	INTL	EMER	INTL	EMER	
DEBTENTURES & ADJUSTMENTS																
ALZA CORP /20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
AMAZON COMB INC 4 7/8% 7/1/08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
CARNIVAL CORP 2 0% 7/1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
GENERAL MILK 11	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
GENERAL MILK 11	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
OMNICO OFFSHORE 1 8% 0/1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
QAR INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
FIRST DATA CORP 2 0% 0/8	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
HEALTH INDUST ASSOC 25% 2/0	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
INTERMILAC GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
JC PENNY 6% 10-18-08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
JONES APPAREL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
LOWE'S COMPANIES INC 8 1/4% 2/1	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MARCO CORP /31	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MEDTRONIC IN CY 80 1 25% 8-18-21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
NEATEL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
ROCHE HOLDINGS 0% 7 25-21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
ROYAL CARIBBEAN 0% 2 2 21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
SPL CORP 2% 7-8-21	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
SYNATEC CORP 3% 11 1 04	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TELEFONOS MEXICO SA 4 25% 0/4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
UNION PACIFIC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TYCO INTL LTD NOTES /20	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL DEBTENTURES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
DEBTENTURE ADJUSTMENTS																
PREMIUM	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
DISCOUNTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL DEBTENTURE ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL DEBTENTURES & ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
PREFERRED STOCK & MUTUAL FUND																
PREFERRED STOCK																
DEAN FOODS CO 6 5/8%	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
EQUITY OFFSH PPTY	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
GENERAL MOTORS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MIL PARKER CAP TRU	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MOTROLA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
NATIONAL AUSTRALIA BK	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
NORTHROP GRUMMAN CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
PRUDENTIAL FINL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
RAYTHEON CO COM NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TRAVELLERS GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
UNION PACIFIC CAP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
WASHINGTON MUT CAP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
TOTAL PREFERRED STOCK	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
MUTUAL FUND																
GATEWAY MUTUAL FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
NA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
NA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
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Holdings and Classifications	PRUDENTIAL SECURITIES										CIBC-OPPENHEIMER						
	BACOM	FBM	ZENITH	SEEN	UNLZ	SPUR	CPPI	CIQA	CHAL	ZINCH	CCCAI	CMAT	CTW3	CHXL	CPWA		
TOTAL MUTUAL FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
TOTAL PREFERRED STOCK & MUTUAL FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
STOCKS, DOMESTIC & FOREIGN EXCHANGES	0.00																
STOCKS, DOMESTIC EXCHANGES	0.00																
WALGREEN STORES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
ACE LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AFFILIATED MANAGERS GP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
ALBERTSONS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
ALLEN TELECOM INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
ALLETE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN GREETINGS A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN INTERNATIONAL GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN MED SYS HELDS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN NATIONAL INSUR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN WOODMANN CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMER INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMR CORP DEL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
APPLIED MATERIALS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
ARCHER DANIELS MIDLAND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AUTODESK INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AUTOMATIC DATA PROCESSING INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AVAYA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AVOCENT CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BARRA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BELLSOUTH CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BENCHMARK ELECTRONICS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BEST BUY CP OMC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BONNET INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BANK OF NEW YORK INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BIG5 CO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BAC SOFTWARE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BOSTON SCIENTIFIC CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BRIXTON METERS BUILDB CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
BROWN & BROWN INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CAL DINE INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CARDINAL HEALTH INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CARMAX INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CARNIVAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CATALINA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CATALYTIC COMMUNICATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CENTURYTEL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CERTIFY INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CHARLES RIVER LABS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CIENA CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CINEMA TIT FINANCIAL CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CINTAS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CIRCUIT CITY STORES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CISCO SYSTEMS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CITICORP HOLDINGS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CITICORP INC/AL CITICORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
COLGATE PALMOLIVE CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
COMBUSTION ENG INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
COMMERCIAL BANK OF ILL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CONOCO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CORPAC INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
CORTECO WHOLESALE CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		

LEO GOODWIN FOUNDATION, INC
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Headings and Descriptions	PRUDENTIAL SECURITIES				CIBC-OPPENHEIMER				CMAI	CITIB	CDEI	CMMH
	1888A	2030A	303EN	403AZ	503UR	603LL	703CH	803LM				
CGO SYSTEMS INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,851.50	0.00	0.00	0.00
CONY ENTERPRISE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DAI LOGISTICS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DAI LOGISTICS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DARWIN ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,273.20	0.00	0.00	0.00
DAVONTECH PRODUCTIONS CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,895.00	0.00	0.00	0.00
WALT DISNEY CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
D & H HEALTH CARE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DONALDSON CO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,197.44	0.00	0.00	0.00
DRILL-O-RAM INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,440.40	0.00	0.00	0.00
DUKE ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,723.86	0.00	0.00	0.00
E DU PONT DE NEMOURS & CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
DYNEX INC CLASS A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EATON VANCE CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EDSON INTL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ELECTRONIC DATA SYSTEMS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,208.60	0.00	0.00	0.00
EL PASO CORPORATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ELI LILLY & CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ELC CORPORATION WABS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EMC CORPORATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EMERY CORP COM NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ENSOFT INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ENSOFT INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,454.63	0.00	0.00	0.00
EPELON CORP - US	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FACTSET RESEARCH SYS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,298.47	0.00	0.00	0.00
FARISMAAC & CO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FARISMAAC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,791.27	0.00	0.00	0.00
FIFTH THIRD BANKCORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,349.08	0.00	0.00	0.00
FINANCIAL FEDERAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,173.03	0.00	0.00	0.00
FIRST ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FIRST HEALTH GROUP CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,185.00	0.00	0.00	0.00
FISERV INC - BARD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FISERV SCIENTIFIC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,188.00	0.00	0.00	0.00
FLEET BOST FINL CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FORD MOTOR CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FORD MOTOR CREDIT FINANCE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GARIBOLDI CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GENERAL ELECTRIC CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GETTY IMAGES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GLAXO SMITH KLINE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GOODYEAR TIRE & RUBBER	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,116.45	0.00	0.00	0.00
GOODYEAR CHEM CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GRANDT CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,021.50	0.00	0.00	0.00
GULF ISLAND FABRICATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HARLEY DAVIDSON INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,652.38	0.00	0.00	0.00
HARRIS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HENRY JACK & ASSOC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HEWLETT PACKARD CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HOMER DEPOT INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,141.00	0.00	0.00	0.00
HONEYWELL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HYDRI CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INTL BUSINESS MACHINES CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INTEGRATED INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INS HEALTH INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INS GROUP UN SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INTEGRATED COMMUNICATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
INTEL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JACOBS ENGINEERING GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JEFFERIES GROUP INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JOHNSON & JOHNSON	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
J P MORGAN & CHASE CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KIMBERLY CLARK CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KING PHARMACEUTICALS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KOHLER CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,833.82	0.00	0.00	0.00

LEO GOODWIN FOUNDATION, INC
 BALANCE SHEET
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Headings and Descriptions	PRUDENTIAL SECURITIES										CIBC-OPPENHEIMER				
	BDOCM	TESSA	PRIMA	MBIN	40LJZ	60PJR	60PFI	CIOIA	CTALL	CARCH	CECAM	CEKAY	CTWES	CADEL	CTWRS
TELEFLEX INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,879.83	0.00	0.00	0.00
TEXAS INSTRUMENTS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FOOTBIE ROLL INDUSTRIES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,020.60	0.00	0.00	0.00
TOYS R US INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TRAVELLERS GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TUPPERWARE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
UNITED PARCEL SERVICE 'B'	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
UNITED STATES STEEL CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
VALPAC CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
VALPARSON INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,144.64	0.00	0.00	0.00
VERLION COMMUNICATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WALGREEN CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WALMART STORES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WASHINGTON FEEDL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,718.42	0.00	0.00	0.00
WASTE MGMT INC DEL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WATERS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WELLS FARGO Fin Network	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
WOODHEAD INDUSTRIES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
XEROX CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ZENRA TECHNOLOGIES A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ZELL MEDICAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ZONAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL STOCK DOMESTIC EXCHANGES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,018,478.74	808,833.97	341,248.34	331,018.79	0.00	0.00

LEO GOODWIN FOUNDATION, INC
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Description	PRUDENTIAL SECURITIES										CIBC-OPPENHEIMER					CIBNY
	1838A	203AA	303EN	40LAZ	50PUR	60PRI	C10U	C2ALL	C3MCH	C6CAL	CRKAY	CTWES	CRDEL			
STOCK FOREIGN EXCHANGES																
ALCATEL SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,250.86	0.00		
BANCO SANTANDER CENTRAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,121.72	0.00		
BAYERSCHE INTROLAND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,307.90	0.00		
BOOTS CO PLC ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,841.02	0.00		
BRITISH AIRWAYS PLC ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,427.50	0.00		
CABLE & WIRELESS PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,163.00	0.00		
CONTINENTAL AG	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,440.80	0.00		
CSR LTD - SPONSORED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,160.83	0.00		
ESAI CO LTD-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,832.29	0.00		
ENDESA S A SPONS AMERN	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	38,643.32	0.00		
POSTERS GROUP LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,180.78	0.00		
GLAXO SMITH KLINE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,788.40	0.00		
HONGKONG ELECTRIC HOLDINGS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,286.00	0.00		
JACOBS MATHEWSON HOLDINGS LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,040.00	0.00		
JAIPUR STEEL LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,740.27	0.00		
NATIONAL AUSTRALIA BK	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,073.75	0.00		
POSCO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,125.36	0.00		
REED ELSEMIER NV	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,623.85	0.00		
ROYAL DUTCH PETROLEUM CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,041.33	0.00		
RYR AG-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,465.80	0.00		
SABOL LTD-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,375.10	0.00		
SBY CONTINENTS PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,263.00	0.00		
TELECOM CORP OF NEW ZEALAND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,734.25	0.00		
TELEFONICA SA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,854.14	0.00		
TELTRA CORPORATION LIMITED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,928.50	0.00		
TOTAL FRA ELF SA SPON ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,724.81	0.00		
UPFUNDING CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,444.80	0.00		
TOTAL STOCK FOREIGN EXCHANGES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,644.88	0.00		
TOTAL STOCKS DOMESTIC & FOREIGN EXCHANGES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,018,478.78	0.00	341,268.35	331,018.29	673,112.17	0.00	0.00		
LIMITED PARTNERSHIPS																
WARTSLER FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	700,000.00		
AMERICAN MASTERS OPPORTUNITY	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
AMERICAN MASTERS NEUTRAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
TOTAL LIMITED PARTNERSHIPS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	700,000.00		
TOTAL ASSETS	642,843.93	6.80	6.89	6.89	6.213.34	1,783.84	1,404,883.88	1,484,883.76	1,848,531.16	1,811,148.72	348,278.47	531,798.73	896,617.83	700,000.00		

APPENDIX P

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
October 31, 2002

Headings and Descriptions	PRINCIPAL SECURITIES										CIBC-OPPENHEIMER									
	1828M	Z828A	3428N	4028J	8428R	CP28I	C28A	CA28H	CC28M	CM28Y	CP28E	CC28L	CM28R	CC28S	CP28H					
FOUNDATION PRINCIPAL - INCOME																				
RETAINED PRINCIPAL & INCOME																				
PRINCIPAL RETAINED																				
THRU 1999	17,069,338.72	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2000	1,650,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2001	1,190,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2002	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2003	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
TOTAL FOUNDATION PRINCIPAL RETAINED	19,179,338.72	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
INCOME RETAINED																				
THRU 1999	1,889,373.97	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2000	2,316,472.31	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2001	(601,745.00)	(148,381.84)	(1,311,843.37)	(810,808.81)	(79,734.84)	378,868.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2002	30,197.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
2003	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
TOTAL FOUNDATION INCOME RETAINED	3,733,320.18	(448,391.04)	(1,311,843.37)	(810,808.81)	(79,734.84)	378,868.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
TOTAL RETAINED PRINCIPAL & INCOME	19,847,658.40	(448,391.04)	(1,311,843.37)	(810,808.81)	(79,734.84)	378,868.38	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00					
INCOME and CONTRIBUTION from TRUST	(819,453.40)	(1,013,933.89)	(817,453.53)	(85,895.03)	(126,026.46)	237,404.72	1,783.84	4,803.96	94,483.70	(3,488.88)	(3,472.83)	(18,201.27)	843.80	0.00	0.00					
CONTRIBUTIONS from RES. TRUST	0.00																			
TOTAL INCOME CURRENT YEAR	19,243,018.00	(1,484,324.73)	(2,379,309.60)	(598,303.92)	(205,741.24)	613,403.09	1,783.84	4,803.96	94,483.70	(3,488.88)	(3,472.83)	(18,201.27)	843.80	0.00	0.00					
TOTAL FOUNDATION PRINCIPAL - INCOME																				

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
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Headings and Descriptions	EMERALD ASSET ADVISORS										Foundation Totals	
	ETAAB	FPAAL	ESCAL	FIBAN	FARRA	EGMAT	ETAAM	ERAMO				
ASSETS												
CASH IN BANKS												
BANK OF AMERICA CHECKING 11-011100-7	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	32,877.01
BANK OF AMERICA RECUR AGREEMENT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	477,000.00
CBIC CASH	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,118.80
EMERALD CASH	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PRUDENTIAL SECURITIES CASH	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CBIC MONEY FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EMERALD MONEY FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	451,832.08
PRUDENTIAL MONEY FUND	27,286.58	644,305.92	36,847.00	40,311.87	11,435.15	8,274.88	0.00	0.00	0.00	0.00	0.00	877,203.88
IN-SHORT TERM INVEST TOIE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
AS-SHORT TERM INVEST TOIE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL CASH IN BANKS	27,286.58	644,305.92	36,847.00	40,311.87	11,435.15	8,274.88	0.00	0.00	0.00	0.00	0.00	1,267,106.38
US TREASURY BILLS 01-12 MO3 COM	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
US T-NOTES & ADJUSTMENTS												
US T-NOTES												
US TREASURY NOTE 3MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	104,000.00
US TREASURY NOTE 6MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	140,000.00
US TREASURY NOTE 9MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	88,000.00
US TREASURY NOTE 12MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00
US TREASURY NOTE 6MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	87,000.00
US TREASURY NOTE 9MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	384,000.00
US TREASURY NOTE 12MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00
US TREASURY NOTE 12MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	76,000.00
US TREASURY NOTE 12MO4	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,000.00
TOTAL US T-NOTES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	709,000.00
US T-NOTES ADJUSTMENTS												
PREMIUM	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	107,982.08
DISCOUNTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
PURCHASE INTEREST	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,653.94
TOTAL US T-NOTES ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	117,636.02
TOTAL US T-NOTES & ADJUSTMENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,318,787.78
US OBLIGATIONS & ADJUSTMENTS												
US OBLIGATIONS												
FEDERAL HOME LOAN BANK 3 1/8%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	78,000.00
FEDERAL HOME LOAN MTO CORP 3 1/8%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	84,000.00
FEDERAL NATIONAL MTO ASSN 4 7/8%RA	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00
FEDERAL HOME LOAN BANK 6 8/8%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
FEDERAL NATIONAL MTO ASSN 2 8/8%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	278,000.00
FEDERAL NATIONAL MTO ASSN 7 0%RA	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	79,000.00
TENN VALLEY AUTH 8 3/8%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
FEDERAL HOME LOAN BANK 6 1/2%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
FEDERAL HOME LOAN MTO CORP 4 0%RA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,000.00
TOTAL US OBLIGATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,843,843.34

LEO GOODWIN FOUNDATION, INC
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Headings and Descriptions	EMERALD ASSET ADVISORS										Foundation Totals	
	ETIAS	ESAL	ESCAL	ESBA	ESMA	ESMA	ESMA	ESMA	ESMA	ESMA		
US OBLIGATIONS ADJUSTMENTS												
PREMIUM	\$ 108.13	1,374.10	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	74,981.83
DISCOUNTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(178.26)
PURCHASE INTEREST	0.00	1,102.08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,741.81
TOTAL US OBLIGATIONS ADJUSTMENTS	\$ 108.13	2,476.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,365.38
TOTAL US OBLIGATIONS & ADJUSTMENTS	208,108.13	607,476.18	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,919,708.42
CORPORATE BONDS & ADJUSTMENTS												
ASSOCIATES CORP 8 7/8%03	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
NORTHWEST FINANCIAL INC 8 2/8%03	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
BOSTON FED SVCS BK 3 8/8%04	95,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	95,000.00
DISCOVER BANK 3 7/8%04	95,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	95,000.00
WAL-MART STORES 8 8/8%04	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
AMERICAN EXPRESS CRD CRP 4 2/8%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
MANUFACTURERS & TRADERS 3 7/8%08	70,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	70,000.00
PROCTER & GAMBLE 4 8/8%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
CAPITAL ONE FSB 4 8/8%08	85,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	85,000.00
KRAFT FOODS INC 4 8/8%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
MORGAN STANLEY DEAN WIT 8 1/8%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
WAL-MART STORES 8 7/8%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
WAL-MART STORES 8 4/8%08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GENERAL ELECTRIC CAP CORP 8 3/4% 10-07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KRAFT FOODS INC 5 2/8%07	100,000.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
PROCTER & GAMBLE 4 7/8%07	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ANHEUSER-BUSCH COGS 8 1/2%08	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
COCA COLA ENTERPRISE 8 7/8%08	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
UNITED PARCEL SERVICE 5 0%08	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
WELLS FARGO FINANCIAL 5 8/8% 8 15-08	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK HAPCOALUM NY 8 0%08	0.00	84,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	84,000.00
CATERPILLAR FINAN SVCS 5 8%08	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
MORGAN JP 8%1 15-08	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
GTE NORTHWEST 8 3%10	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
MELLON FINANCIAL CO 8 2/8%07 15 10	0.00	200,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	200,000.00
BRISTOL-MYERS SQUIBB 8 7/8%11	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
ORIG BUSSE 8 1/2%11 15-11	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
GENERAL ELECTRIC CAP CORP 8 4/8%12	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
YOUNG & RUBICAM CP 8 7%11/12	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
TARGET CP 8 8/8%12	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
BANK OF AMERICA 6 48%17	0.00	100,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	100,000.00
TOTAL CORPORATE BONDS	1,725,000.00	1,649,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,290,000.00
CORPORATE BONDS ADJUSTMENTS												
PREMIUM	20,488.83	15,877.42	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	48,226.43
DISCOUNTS	0.00	(1,243.84)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(2,143.84)
PURCHASE INTEREST	408.77	4,144.88	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,113.85
TOTAL CORPORATE BONDS ADJUSTMENTS	20,897.60	18,778.46	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	57,205.28
TOTAL CORPORATE BONDS & ADJUSTMENTS	1,745,897.60	1,667,778.46	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,347,205.28

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
October 31, 2002

Description	EMERALD ASSET ADVISORS											Foundation Totals
	E1AAS	E2AAL	E3CAL	E3BAA	E3BPA	E3CAT	E7AMA	E8AMD				
DEBENTURES & ADJUSTMENTS												
AMERICAN COINTEL CORP 08	0.00	0.00	7,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,000.00
AMAZON.COM INC 4/28/07 1.00	0.00	0.00	11,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,000.00
CARDINAL CORP 2/8/01	0.00	0.00	11,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,000.00
CENTRAL CORP 3/15/01	0.00	0.00	11,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,000.00
COUNTRYWIDE CREDIT 01	0.00	0.00	14,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,000.00
DIAMOND OFFSHORE 1/5/01	0.00	0.00	8,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,000.00
GAP INC	0.00	0.00	7,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,000.00
FIRST DATA CORP 2/04/08	0.00	0.00	10,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,000.00
HEALTH MGMT ASSOC 28%/20	0.00	0.00	17,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,000.00
INTERPUBLIC GROUP	0.00	0.00	8,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,000.00
JC PENNY 8%/10-15-08	0.00	0.00	8,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,000.00
JONES APPAREL	0.00	0.00	14,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,000.00
LOWE'S COMPANIES INC 8/15/21	0.00	0.00	9,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,000.00
MASCO CORP 01	0.00	0.00	20,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,000.00
MEDTRONIC INC CV BD 1/28/05-18/21	0.00	0.00	11,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,000.00
NEXTEL	0.00	0.00	13,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,000.00
ROCKE HOLDINGS 06/7/28-21	0.00	0.00	14,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,000.00
RYAN CALABREZANO 07/2/21	0.00	0.00	14,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,000.00
RYAN CORP 08/21/01	0.00	0.00	12,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,000.00
RYAN TECH CORP 3/11/14	0.00	0.00	8,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,000.00
TELEFONOS MEXICO SA 4/28/04	0.00	0.00	8,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,000.00
TIMES MIRROR CO	0.00	0.00	12,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,000.00
TYCO INTL LTD NOTES 08	0.00	0.00	12,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,000.00
TOTAL DEBENTURES	0.00	0.00	245,000.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	245,000.00
DEBENTURE ADJUSTMENTS												
PREMIUM	0.00	0.00	7,387.87	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,387.87
DISCOUNTS	0.00	0.00	(97,315.84)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(97,315.84)
PURCHASE INTEREST	0.00	0.00	347.75	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	347.75
TOTAL DEBENTURE ADJUSTMENTS	0.00	0.00	(53,580.22)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(53,580.22)
TOTAL DEBENTURES & ADJUSTMENTS	0.00	0.00	188,807.65	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	188,807.65
PREFERRED STOCK & MUTUAL FUND												
PREFERRED STOCK												
DEAN FOODS CO 8%	0.00	0.00	7,305.40	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,305.40
ELECTRONIC DATA SYSTEMS	0.00	0.00	18,458.28	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,458.28
FIRST FIVE FPPY	0.00	0.00	8,389.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,389.00
FORD CAP TR	0.00	0.00	15,520.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,520.80
GENERAL MOTORS CORP	0.00	0.00	8,002.80	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,002.80
INTL PAPER CAP TRU	0.00	0.00	14,202.48	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,202.48
MOTROLA INC	0.00	0.00	8,818.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,818.00
NATIONAL AUSTRALIA BK	0.00	0.00	8,873.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,873.50
NORTHROP GRUMMAN CORP	0.00	0.00	11,188.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,188.00
PRUDENTIAL FINL INC	0.00	0.00	8,877.50	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,877.50
RAYTHEON CO COM NEW	0.00	0.00	12,027.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,027.00
TRAVELLERS GROUP	0.00	0.00	8,880.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,880.00
UNION PACIFIC CAP	0.00	0.00	18,258.85	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,258.85
WASHINGTON MUTL CAP	0.00	0.00	166,032.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	166,032.34
TOTAL PREFERRED STOCK	0.00	0.00	166,032.34	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	166,032.34
MUTUAL FUND												
GATEWAY MUTUAL FUND	0.00	0.00	0.00	0.00	0.00	387,578.00	0.00	0.00	0.00	0.00	0.00	387,578.00
NA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

LEO GOODWIN FOUNDATION, INC
 BALANCE SHEET
 October 31, 2002

Headings and Descriptions	EMERALD ASSET ADVISORS										Foundation Totals	
	EIAS	E2AL	E2AL	E2AL	E2AL	E2AL	E2AL	E2AL	E2AL	E2AL		
3M INVESTMENTS INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,831.50
3M COMP DELTA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	77,614.65
DELL COMPUTER CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	39,282.00
DELLA BROS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,073.20
DEKOR ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,373.20
DIAGNOSTIC PRODUCTS CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,865.60
WHAT DISNEY CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,339.80
D & K HEALTH CARE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,187.44
DONALDSON CO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,460.40
DRILL-QUIP INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,750.00
DUKE ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,607.82
E I DU PONT DE NEMOURS & CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,801.66
DYNEDY INC CLASS A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,230.00
EATON VANCE CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,230.00
EDISON INTL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,567.82
ELECTRONIC DATA SYSTEMS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,820.80
EL PASO CORPORATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,878.33
EL LILLY & CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,001.96
EMC CORPORATION NASB	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,868.05
EMERSON ELECTRIC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,041.00
EMERSON ELECTRIC CO NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,908.99
EMCO INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,424.63
ENVIRO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,571.15
EXELON CORP 18M	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,298.47
FACTORY RESEARCH BYB	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,458.00
FARM ISMAG & CO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,718.87
FASTEVAL CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,313.11
FIFTH THIRD BANCORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,888.28
FINANCIAL FEDERAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,152.50
FIRST ENERGY CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,168.00
FIRST HEALTH GROUP CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,103.87
FISERV INC BARD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,118.48
FISHER SCIENTIFIC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	48,305.40
FLEET MOST PART CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,858.26
FLEET PART CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,021.80
FORD MOTOR CREDIT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,858.26
FORD MOTOR CREDIT NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,853.28
GABELLI ASSET MGMT INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	71,845.22
GENERAL ELECTRIC CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,141.00
GETTY IMAGES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	29,888.88
GLAXO SMITH KLINE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,502.25
GOODYEAR TIRE & RUBBER	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,208.85
GREAT LAKES CHEM CP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	38,871.00
GUARDANT CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	40,773.00
GLAF ISLAND FABRICATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,421.30
HARLEY DAVIDSON INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,228.80
HASBRO INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,985.00
HENRY JACK & ASSOC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,083.33
HEWLETT PACKARD CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,503.68
HOME DEPOT INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,585.00
HOMETWELL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,888.04
HYDROL CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,438.73
HYUNDAI MOTOR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,852.83
HYUNDAI MOTOR NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,344.00
IBM HEALTH INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	43,067.80
IBM HEALTH INC NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,825.84
IND GROUP INC SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,784.80
INTECH COMMUNICATIONS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	71,462.34
INTEL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,353.00
JACOBS ENGINEERING GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,185.00
JEFFERIES GROUP INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,157.87
JOHNSON & JOHNSON	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,863.28
J.P. MORGAN & CHASE CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,185.00
KIMBERLY CLARK CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,185.00
KING PHARMACEUTICALS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,157.87
KOHLER CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,157.87

LEO GOODWIN FOUNDATION, INC
 BALANCE SHEET
 October 31, 2002

Investing and Dispositions	EMERALD ASSET ADVISORS										Foundation Totals	
	ELIAB	ESAL	EXAL	ESBAI	ESBAI	ESDAY	ESFAM	ESBAM				
BURGER COMPANY	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,285.76
LIMITED INC PMA Trimmer Band	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,285.76
LUCENT TECHNOLOGIES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,285.76
MANN INTEGRATED PROD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,817.70
MBA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,479.20
MCDONALDS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,907.86
MEDTRONIC INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	83,453.73
MERCK & CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	97,184.43
MERCURY INTERACTIVE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,333.78
MERX CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,363.86
MGC INVESTMENT CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,780.00
MICRON TECHNOLOGY	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,866.70
MICROSOFT CORP WASHINGTON	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	66,231.18
MOLEX INC A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	44,048.87
MOTOROLA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,198.25
NATIONAL COMMERCE FINL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,829.84
NCR CORP NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,951.70
NEWFIELD EXPLORATION CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,111.11
NEWTECH CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,543.81
NORVA CORP AMER DEP RECPT	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,782.03
NORSTROM INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,451.80
NEW YORK TIMES CL A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,817.81
OM GROUP INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,472.00
OMNICOM GROUP INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	48,408.80
ORACLE CORPORATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,577.24
PACTV CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,202.88
PATTERSON DENTAL CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,871.50
PATHEON INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,878.78
PERFORMANCE FOOD GP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,814.96
PETZER INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,216.83
PILE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,982.80
PHILIP MORRIS COMPANIES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,294.83
PHOENIX COMPANIES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,345.00
PLANNET SYSTEMS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,788.14
PLC CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,710.88
PLATEAU CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,448.77
PATHEON CO COM NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,488.86
PRUDENTIAL FINANCIAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,200.00
RENT A CENTER INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,787.55
R J REYNOLDS TOBACCO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	6,984.00
RHMT TELESERVICES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,591.00
ROBINSON (OR) WORLDWIDE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	40,872.80
ROCHE HOLDING LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,476.31
ROGERS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,462.27
SABRE HOLDING CORP A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,246.09
SAFECO CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,522.33
SAFEWAY INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	30,808.00
SAGA LEE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,008.85
SBC COMMUNICATIONS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,223.08
SBS BROADCASTING	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,371.84
SCHERING PLOUGH CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,131.78
SCHLUMBERGER LIMITED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,205.28
SCHOOL SPECIALTY INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,842.00
SECURANCE ARTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,001.25
SEVEN STAR CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,136.82
SEVEN STAR HOLDING CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,587.18
SOUTHWEST BANCORPORATION OF TE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,477.95
SPECTRALINK CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	04,805.68
SPRINT CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	5,182.78
STATE STREET CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	31,861.40
STERIS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	11,914.47
STERCYCLE INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SYNOPLIS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
SYSCO CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

LEO GOODWIN FOUNDATION, INC
 BALANCE SHEET
 October 31, 2002

Headings and Descriptions	EMERALD ASSET ADVISORS											Foundation Totals			
	ETAAB	EDBAL	ESCAL	ETBUN	ETBKA	ETCAT	ETAMN	ETAMG	ETAMC	ETAMU	ETAMV				
TELEFEA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,578.82
TELEVISION INDUSTRIES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,842.01
TOYOTA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,829.80
TOYOTA FINANCIAL SERVICES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,550.40
TRAVELERS GROUP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	38,046.59
TUPPERWARE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,843.50
UNISYS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	90,907.20
UNITED PARCEL SERVICE OF AMERICA INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,670.05
US BANKCORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,478.00
UNITED STATES STEEL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,839.80
UNIT INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,141.80
VALSPAR CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,489.80
VALVEVEIN INTL INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,457.65
VERIZON COMMUNICATIONS INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,854.02
WALGREEN CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,046.52
WALMART STORES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	33,046.52
WASHINGTON FEDL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,719.42
WASTE MGMT INC DEL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	10,053.90
WATERS CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,477.00
WELLS FARGO BANK NATIONAL ASSOCIATION	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,842.76
WESTERN INDUSTRIES INC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,193.00
XEROX CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,268.50
ZELUS TECHNOLOGIES A	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,704.87
ZOLL MEDICAL CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	8,915.00
ZORAN CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,238.50
TOTAL STOCK DOMESTIC EXCHANGE B	0.00	0.00	0.00	600,320.34	844,743.03	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	3,887,707.88

LEO GOODWIN FOUNDATION, INC
BALANCE SHEET
October 31, 2002

Headings and Classifications	EMERALD ASSET ADVISORS											Foundation Totals
	EMAS	EPAL	ESAL	EBEN	EBDA	EGAT	ETAPR	EBANO				
STOCK, FOREIGN EXCHANGES												
ALCATEL SA SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,250.98
AMCOR LTD-ADR NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,121.23
BANCO SANTANDER CENTRAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,807.90
BAYER AG-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,861.03
BAYER AG-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,197.90
BIG PLC ADR FRA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,427.90
BOOTS CO PLC ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	27,153.00
BRITISH AIRWAYS PLC-ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,440.90
CABLE WORLDWIDE PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,190.93
CANON INC ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	24,669.27
CONTINENTAL AG	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,902.28
CSL LTD SPONSORED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,198.26
ESAI CO LTD-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,198.26
ENDESA S A SPONS AMERN	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	7,782.40
FOSTER'S GROUP LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	21,204.00
GLAXO SMITH KLINE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	36,040.00
GLAXO LTD-ADR NEW	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	30,780.27
HONGKONG ELECTRIC HOLDINGS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,073.75
ING GROUP NV SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,125.34
JARDINE MATHESON HOLDINGS LTD	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,523.88
LLOYDS TSB GROUP PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,819.11
MITSUBISHI ELECTRIC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	17,091.33
NATIONAL AUSTRALIA BK	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	26,403.90
PCOLCO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,375.16
PRED BILMAYER NV	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,240.70
RIO TINTO PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	13,363.00
ROYAL DUTCH PETROLEUM CO	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	29,477.01
PRM AG-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	20,234.25
SANOLI LTD-SPONSORED ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	14,854.14
SIX CONTINENTS PLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	28,929.80
SOCTE GENERALE FRANCE	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	18,194.00
TELECOM CORP OF NEW ZEALAND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	19,754.00
TELEFONICA SA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	9,664.98
TELSTRA CORPORATION LIMITED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	22,568.68
TOTAL PHARMALF SA SPON ADR	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	23,017.78
UNION KYMENE CORP	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	873,112.17
TOTAL STOCK FOREIGN EXCHANGES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	4,960,820.08
TOTAL STOCK DOMESTIC & FOREIGN EXCHANGES	0.00	0.00	0.00	0.00	864,242.05	0.00	0.00	0.00	0.00	0.00	0.00	
LIMITED PARTNERSHIPS												
WASTLER FUND	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	700,000.00
MA	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
AMERICAN MASTERS OPPORTUNITY	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	278,000.00
AMERICAN MASTERS NEUTRAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	860,000.00
TOTAL LIMITED PARTNERSHIPS	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,258,000.00
TOTAL ASSETS	1,611,483.94	3,672,659.97	888,019.22	643,653.81	886,177.20	272,649.86	886,000.00	278,000.00	278,000.00	0.00	0.00	14,608,134.09

LEO GOODWIN FOUNDATION, INC
 BALANCE SHEET
 October 31, 2002

Headings and Descriptions	EMERALD ASSET ADVISORS										Foundation Totals	
	ETAMB	ESMAL	ESCAL	ESBBI	ESBBA	ESGAT	ETAMN	ESAMU				
FOUNDATION PRINCIPAL-INCOME												
RETAINED PRINCIPAL & INCOME												
PRINCIPAL REPAID												
THRU 1999	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	12,000,338.22
2000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,800,000.00
2001	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,190,000.00
2002	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
2003	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL FOUNDATION PRINCIPAL RETAINED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	15,179,338.22
INCOME RETAINED												
THRU 1999	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,869,263.97
2000	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	2,318,972.21
2001	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	(2,378,445.74)
2002	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	30,197.00
2003	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL FOUNDATION INCOME RETAINED	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,839,977.24
TOTAL RETAINED PRINCIPAL & INCOME	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	16,857,965.04
INCOME b/c CONTRIBUTION from TRUST	11,483.84	22,869.07	(11,260.78)	(6,367.09)	(2,872.85)	(2,150.17)	0.00	0.00	0.00	0.00	0.00	(2,379,651.47)
CONTRIBUTIONS from RES TRUST												0.00
TOTAL INCOME CURRENT YEAR												(2,379,651.47)
TOTAL FOUNDATION PRINCIPAL-INCOME	11,483.84	22,869.07	(11,260.78)	(6,367.09)	(2,872.85)	(2,150.17)	0.00	0.00	0.00	0.00	0.00	14,508,154.08

LEO GOODWIN FOUNDATION, INC
 EIN 52-6054098
 Schedule of Information for Form 990-PF
 Year Ended October 31, 2002

PART XV, LINE 3(A) - GRANTS AND CONTRIBUTIONS PAID DURING YEAR

RECIPIENT	Relationship	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
AMERICAN CANCER SOCIETY	N/A	501(C)3	Charitable	5,000
ANN STORCK CENTER, INC	N/A	501(C)3	Charitable	10,000
AVON BREAST CANCER	N/A	501(C)3	Charitable	1,500
BIG BROTHERS BIG SISTERS	N/A	501(C)3	Charitable	1,000
BONNET HOUSE FLORIDA	N/A	501(C)3	Charitable	1,000
BOYS & GIRLS CLUBS OF BROWARD COUNTY, INC	N/A	501(C)3	Charitable	85,500
BROWARD CHILDREN'S CENTER	N/A	501(C)3	Charitable	5,000
BROWARD PARTNERSHIP FOR THE HOMELESS	N/A	501(C)3	Charitable	25,000
BROWARD PERFORMING ARTS FOUNDATION	N/A	501(C)3	Charitable	5,000
BYBLOS BROWARD PUBLIC LIBRARY FOUNDATION	N/A	501(C)3	Charitable	5,000
CHURCH-BY-THE-SEA	N/A	501(C)3	Religious	10,000
CHILDREN'S HOME SOCIETY	N/A	501(C)3	Charitable	5,000
COVENANT HOUSE OF FLORIDA, INC	N/A	501(C)3	Charitable	5,000
CYSTIC FIBROSIS OF FLORIDA	N/A	501(C)3	Charitable	5,000
DAN MARINO FOUNDATION	N/A	501(C)3	Charitable	1,000
EAST SIDE HOUSE SETTLEMENT	N/A	501(C)3	Charitable	2,000
FLORIDA YOUTH ORCHESTRA	N/A	501(C)3	Charitable	1,000
FORT LAUDERDALE CHILDREN'S THEATER	N/A	501(C)3	Charitable	2,500
FORT LAUDERDALE HISTORICAL SOCIETY	N/A	501(C)3	Charitable	1,000
FORT LAUDERDALE PHILHARMONIC SOCIETY	N/A	501(C)3	Charitable	5,000
GEICO PHILANTHROPIC FOUNDATION, INC /GOODWIN SCHOLARSHIPS	N/A	501(C)3	Educational	10,000
GILDA'S CLUB	N/A	501(C)3	Charitable	5,000
H.A N D Y	N/A	501(C)3	Charitable	2,500
HENDERSON MENTAL HEALTH CLINIC	N/A	501(C)3	Charitable	10,000
HOLY CROSS HOSPITAL AUXILIARY	N/A	501(C)3	Charitable	5,000
HOSPICE OF BROWARD	N/A	501(C)3	Charitable	2,500
HUMANE SOCIETY OF BROWARD COUNTY	N/A	501(C)3	Charitable	2,500
INSIGHT FOR THE BLIND	N/A	501(C)3	Charitable	5,000
KIDS IN DISTRESS, INC	N/A	501(C)3	Charitable	110,000
LIGHT OF THE WORLD CLINIC	N/A	501(C)3	Charitable	1,000
LEUKEMIA SOCIETY OF AMERICA	N/A	501(C)3	Charitable	1,000
LOMBARDI CANCER CENTER	N/A	501(C)3	Charitable	1,000
MIAMI CITY BALLET	N/A	501(C)3	Charitable	5,000
MUSEUM OF ART	N/A	501(C)3	Charitable	7,500
NOVA SOUTHEASTERN UNIVERSITY	N/A	501(C)3	Educational	10,000
NOVA SOUTHEASTERN UNIVERSITY ORAL SCHOOL	N/A	501(C)3	Educational	1,000
PACE CENTER FOR GIRLS BROWARD COUNTY	N/A	501(C)3	Charitable	116,000
ROTARY CLUB OF FORT LAUDERDALE	N/A	501(C)3	Charitable	3,000
SCOTTISH RITE HOSPITAL	N/A	501(C)3	Charitable	1,000
SOS CHILDREN'S VILLAGE OF FLORIDA	N/A	501(C)3	Charitable	10,000
SOUTH FLORIDA MUSEUM OF NATURAL HISTORY	N/A	501(C)3	Charitable	5,000
SPECIAL OLYMPICS FLORIDA	N/A	501(C)3	Charitable	2,500
WOMEN IN DISTRESS	N/A	501(C)3	Charitable	2,500
WPBT-CHANNEL 2	N/A	501(C)3	Educational	1,000
WILD CARE CENTER	N/A	501(C)3	Charitable	1,500
YOUTH AUTOMOTIVE TRAINING CENTER	N/A	501(C)3	Charitable	1,000
TOTAL CONTRIBUTIONS				\$ 504,000

LEO GOODWIN FOUNDATION INC
 HELEN FURIA, TRUSTEE
 OIA MANAGED ACCOUNT
 Account Number NIK BJBLAJAC - 714
 Account Executive
 Page 2 OF 6
 027-05786
 Period Ending 10/31/02

Portfolio Holdings

Bonds

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio Yield	Income Percent
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UNITED STATES TREASURY NOTES INTEREST FROM DATE 05/15/95 DATED DATE 08/16/98 BOOK ENTRY ONLY DUE 06/16/2006 6.600% NM 16	CASH	140,000	912827T85	05/16/02	107.6390	111.31300	160,654.69	155,638.20	5,284	6.500	9.100	10.71
UNITED STATES TREASURY NOTES INTEREST FROM DATE 10/16/98 DATED DATE 10/16/98 BOOK ENTRY ONLY DUE 10/16/2006 6.600% AD 16	CASH	70,000	912827Z62	05/16/02	108.4257	114.96900	76,898.06	80,478.30	4,580	6.600	4.550	5.53
UNITED STATES TREASURY NOTES INTEREST FROM DATE 06/16/98 DATED DATE 08/16/98 BOOK ENTRY ONLY DUE 05/16/2006 6.625% NM 16	CASH	70,000	912827AF6	05/16/02	104.4531	113.16600	73,117.19	79,209.20	6,092	6.625	3.938	5.44
UNITED STATES TREASURY NOTES INTEREST FROM DATE 06/16/99 DATED DATE 06/16/99 BOOK ENTRY ONLY DUE 05/16/2009 6.600% NM 16	CASH	70,000	9128275G3	05/16/02	103.3320	112.75000	72,332.42	78,925.00	6,593	6.500	3.850	5.42
SUB-TOTAL GOVERNMENT BONDS		350,000					371,902.96	394,450.70	22,549		2.1438	27.10

APPENDIX RI



Cash and securities held by us in your client account(s) are protected in two ways. Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. The firm supplements this by providing similar protection for the remainder of the cash and/or securities that we hold on your behalf. This statement shall be conclusive if not objected to in writing within ten days. Please address all communications to the firm and not to individual. Address changes or other material changes on your account should be directed to the office serving your account. We recommend that you retain this statement to assist you in tax reporting activities.

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	Page	Account Number	Account Executive	Period Ending
LEO GOODWIN FOUNDATION INC HELEN FURIA, TTEE OIA MANAGED ACCOUNT	3 OF 6	027-05786	NIK BJELAJAC - 714	10/31/02

Government Agency Bonds In Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio	
										Yield	Income
FEDERAL NATIONAL MTG ASSN INTEREST FROM DATE 03/28/01 DATED DATE 03/26/01 BOOK ENTRY ONLY DUE 03/16/2004 4.760% WS 15	CASH	70,000	31359MJ5	05/20/02	102.3770	104.28100	71,663.90	72,996.70	1,333	4.750	3325 5.02
FEDERAL HOME LOAN BANK INTEREST FROM DATE 12/06/01 DATED DATE 12/06/01 BOOK ENTRY ONLY DUE 12/15/2004 3.875% JD 15	CASH	75,000	3133MKGJ	07/19/02	102.2140	103.96900	76,660.50	77,976.75	1,316	3.875	2906 5.36
FEDERAL NATL MTG ASSN MEDIUM TERM NOTE INTEREST FROM DATE 07/14/00 DATED DATE 07/14/00 BOOK ENTRY ONLY DUE 07/16/2005 7.000% JJ 15	CASH	76,000	31359MFV	05/28/02	108.2190	112.25000	81,164.25	84,187.50	3,023	7.000	5250 5.78
FEDERAL HOME LOAN BANK INTEREST FROM DATE 03/06/01 DATED DATE 03/01/01 BOOK ENTRY ONLY DUE 03/06/2006 5.125% WS 06	CASH	70,000	3133MDJP	05/22/02	102.6650	108.18800	71,795.50	75,731.60	3,936	5.125	3588 5.20
FNMA GTD PASS THRU POOL#254489 INTEREST FROM DATE 08/01/02 DATED DATE 08/01/02 BOOK ENTRY ONLY DUE 09/01/2009 5.500% AMORTIZED AMOUNT = 68,643 FACTOR = 98061925 10/02	CASH	70,000	31371KT2	08/23/02	103.0000	103.15600	70,743.34	70,809.73	66	5.500	3775 4.88
SUB-TOTAL GOVERNMENT AGENCY BONDS		350,000					372,027.49	381,702.28	9,874		18844 28.22

Corporate Bonds In Maturity Date Sequence

Description	Account Type	Quantity	Rating/ CUSIP	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio	
										Yield	Income
WAL-MART STORES GLOBAL NOTES INTEREST FROM DATE 07/31/01 DATED DATE 07/28/01 BOOK ENTRY ONLY DUE 08/01/2006 5.450% FA 01	CASH	65,000	AA2 /AA 931142BN2	05/21/02	102.8130	109.00400	66,828.45	70,852.60	4,024	5.450	3543 4.87

INDEX R1



Cash securities held by us in your client account(s) are protected in two ways. Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. This is by providing similar protection for the remainder of the cash and/or securities that we hold on your behalf to the firm and not to individuals. Address changes or other material changes on your account should be

Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. This statement shall be conclusive if not objected to in writing within ten days of the date of the office serving your account. We recommend that you retain this statement to assist you in tax reporting.

firm does all activities
OPCPA82
OPCO0413D

CLIENT ACCOUNT STATEMENT

LEO GOODWIN FOUNDATION INC
HELEN FURIA, TRFEE
OIA MANAGED ACCOUNT
 Page 6 of 4
 Account Number NIK BIELAJAC - 714
 Account Executive
 Period Ending 10/31/02

Corporate Bonds in Maturity Date Sequence (continued)

Description	Account	Quantity	Rating/ CUSIP	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Yield	Estimated Annual Portfolio Income Percent
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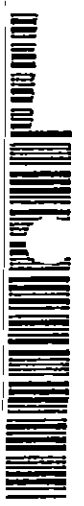
KRAFT FOODS INC INTEREST FROM DATE 11/02/01 DATED DATE 10/30/01 BOOK ENTRY ONLY DUE 11/01/2008 4.625% NM 01	CASH	70,000	A2 /A- 50075NAA2	05/29/02	98.7140	104.60900	69,099.80	73,226.30	4,127	4.825	3.238
MAOHVIA CORP GLOBAL NT INTEREST FROM DATE 11/02/01 DATED DATE 11/02/01 BOOK ENTRY ONLY DUE 11/01/2008 4.950% NM 01	CASH	70,000	A1 /A 929903AA0	07/10/02	101.7350	106.77200	71,216.20	74,040.40	2,826	4.950	3.465
PROCTER & GAMBLE CO NOTE INTEREST FROM DATE 06/11/02 DATED DATE 06/04/02 FIRST COUPON 12/15/2002 DUE 08/15/2007 4.750% JD 15	CASH	65,000	AA3 /AA- 742718B86	07/18/02	102.3520	106.52200	66,528.80	69,239.30	2,711	4.750	3.088
MELLS FARGO FINL INC NT INTEREST FROM DATE 08/07/01 DATED DATE 07/31/01 BOOK ENTRY ONLY DUE 08/15/2007 4.750% JD 15	CASH	70,000	AA2 /A+ 94975CAF4	08/30/02	107.8560	108.22700	76,499.20	76,756.90	260	5.875	4.113
TARGET CORP NOTE INTEREST FROM DATE 03/11/02 DATED DATE 03/04/02 BOOK ENTRY ONLY DUE 03/01/2012 5.875% MS 01	CASH	70,000	A2 /A+ 87612EAH9	07/10/02	102.9940	107.14100	72,095.80	74,998.70	2,903	5.875	4.113
SUB-TOTAL CORPORATE BONDS		410,000					421,267.26	439,116.20	18,850		2.1560
SUB-TOTAL BONDS		1,120,000					1,185,187.08	1,214,269.18	49,079		8.1642

APPENDIX R 1

Cash and securities held by us in your client account(s) are protected in two ways. Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. The firm supplements this by providing similar protection for the remainder of the cash and/or securities that we hold on your behalf. This statement shall be conclusive. If not objected to in writing within ten days. Please address all communications to the firm and not to individual. Address changes or other material changes on your account should be directed to the office serving your account. We recommend that you retain this statement to assist you in tax reporting activities.



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LEO GOODWIN FOUNDATION INC
HELEN FURIA, TRS
ALLEGIANCE IAS MANAGED ACCOUNT

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. Please contact your account executive if you believe any cost basis related data is inaccurate or if you require additional information.

Page 7 of 2
 Account Number 027-05787
 Account Executive NIK BJELAJIC - 714
 Period Ending 10/31/02

CLIENT ACCOUNT STATEMENT

Bonds

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Open Date	Unit	Current Price	Cost Basis	Unrealized Gain/(Loss)	Yield	Estimated Annual Portfolio Income Percent
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UNITED STATES TREASURY NOTE	CASH	104,000	9128276P2	10/28/02	100,3476	100,31300	104,361,57	104,325,52	(36)	5.625	6850	6.93
INTEREST FROM DATE 11/30/00												
DATED DATE 11/30/00												
BOOK ENTRY ONLY												
DUE 11/30/2002 5.625% WM 31												
UNITED STATES TREAS NTS	CASH	68,000	8128277F3	09/16/02	102,8126	103,71900	69,631,26	60,167,02	9,464,24	3.600	2030	3.99
INTEREST FROM DATE 11/16/01												
DATED DATE 11/16/01												
BOOK ENTRY ONLY												
DUE 05/15/2008 5.625% WM 15												
UNITED STATES TREASURY NOTES	CASH	61,000	9128274F6	08/02/02	110,2266	113,16600	66,216,65	67,709,66	1,494	5.625	16268	21.72
INTEREST FROM DATE 06/16/88												
DATED DATE 06/16/98												
CASH 5,000												
INTEREST FROM DATE 08/29/02												
DATED DATE 08/29/02												
CASH 62,000												
BOOK ENTRY ONLY												
DUE 05/15/2008 5.625% WM 15												
TOTAL UNITED STATES TREASURY NOTES		289,000	9128274F6	Avg Cost	112,4113	113,16600	324,868,72	327,020,84	5,625	5.625	16268	21.72
UNITED STATES TREASURY NOTES	CASH	97,000	9128274V1	09/30/02	109,9179	108,62600	106,620,43	105,968,26	(1,264)	4.760	4608	7.00
INTEREST FROM DATE 11/16/98												
DATED DATE 11/16/98												
BOOK ENTRY ONLY												
DUE 11/15/2008 4.760% WM 16												
UNITED STATES TREASURY NOTE	CASH	6,000	9128276J8	07/01/02	106,8984	114,18800	6,413,91	6,851,28	437	5.625	4313	5.68
INTEREST FROM DATE 08/01/02												
DATED DATE 08/01/02												
CASH 69,000												
INTEREST FROM DATE 09/26/02												
DATED DATE 09/26/02												
CASH 10,000												
BOOK ENTRY ONLY												
DUE 08/16/2010 5.760% FA 16												
TOTAL UNITED STATES TREASURY NOTE		75,000	9128276J6	Avg Cost	110,6913	114,18800	83,018,63	85,641,00	2,622	5.760	4313	5.68

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APPENDIX 2



**LEO GOODWIN FOUNDATION INC
HELEN FURIA, TTEE
ALLEGIANCE IAS MANAGED ACCOUNT**

Page 3 OF 7 Account Number 027-05787 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

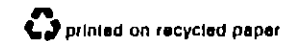
Government Bonds in Maturity Date Sequence (continued)

Description	Account Type	Quantity	CUSIP #	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
UNITED STATES TREASURY BONDS INTEREST FROM DATE 08/15/91 DATED DATE 08/15/91 BOOK ENTRY ONLY DUE 08/15/2021 8.125% FA 15	CASH	27,000	912810EX0	09/04/02	140.0273	137.90600	37,807.38	37,234.62	(573)	8.125	2194	2.47
UNITED STATES TREASURY BONDS INTEREST FROM DATE 02/15/98 DATED DATE 02/01/98 BOOK ENTRY ONLY DUE 02/15/2028 6.000% FA 15	CASH CASH CASH CASH	28,000 60,000 66,000 32,000	912810EW4	07/29/02 08/12/02 10/18/02 10/21/02	106.0390 110.0742 109.9765 110.4375	111.81300 111.81300 111.81300 111.81300	27,570.16 66,044.53 72,584.53 35,340.00	29,071.38 67,087.80 73,796.68 35,780.16	1,501 1,043 1,212 440			
TOTAL UNITED STATES TREASURY BONDS		206,000	912810EW4	Avg Cost	109.5400	111.81300	226,652.42	230,334.78	4,682	6.000	12360	16.30
SUB-TOTAL GOVERNMENT BONDS		858,000					941,950.30	950,080.03	8,118		47611	83.09

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
FEDERAL HOME LOAN MTG CORP INTEREST FROM DATE 11/15/01 DATED DATE 10/31/01 BOOK ENTRY ONLY DUE 11/15/2004 3.250% MN 15	CASH	86,000	3134A4LX0	06/20/02	99.8946	102.56300	85,909.29	88,204.18	2,295	3.250	2795	5.86
FEDERAL NATIONAL MTG ASSN INTEREST FROM DATE 10/28/02 DATED DATE 10/24/02 FIRST COUPON 04/15/2003 BOOK ENTRY ONLY DUE 10/15/2005 2.875% AD 15	CASH	278,000	31369MPT4	10/25/02	100.2656	101.00000	278,738.43	280,780.00	2,042	2.875	7993	18.65
FEDERAL HOME LOAN MTG CORP INTEREST FROM DATE 10/29/02 DATED DATE 10/23/02 FIRST COUPON 04/29/2003 BOOK ENTRY ONLY DUE 10/29/2007 4.000% AD 28 CALL 10/29/04 100,000	CASH	16,000	3128XOFB0	10/23/02	99.7490	100.00000	14,962.35	15,000.00	38	4.000	600	0.99
FEDERAL NATIONAL MTG ASSN SERIES 2001-T6 CL B INTEREST FROM DATE 06/01/01 DATED DATE 06/30/01 BOOK ENTRY ONLY DELAY DAYS 24	CASH	111,000	31369S5W6	05/22/02	102.7421	111.31500	114,043.83	123,659.65	9,516	6.088	6768	8.20

APPENDIX R 2



	Page	Account Number	Account Executive	Period Ending
LEO GOODWIN FOUNDATION INC HELEN FURIA, TTEE ALLEGIANCE IAS MANAGED ACCOUNT	4 OF 7	027-05787	NIK BJELAJAC - 714	10/31/02

Government Agency Bonds in Maturity Date Sequence (continued)

Description	Account Type	Quantity	CUSIP #	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
DUE 05/25/2011 6.088%												
AMORTIZED AMOUNT = 111,000												
FACTOR = 1 00000000 09/02												
SUB-TOTAL GOVERNMENT AGENCY BONDS		490,000					493,853.90	507,643.83	13,891	18148	33.70	
SUB-TOTAL BONDS		1,348,000					1,436,614.20	1,467,623.68	22,010	66757	86.79	

APPENDIX R2



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	Page	Account Number	Account Executive	Period Ending
LEO GOODWIN FOUNDATION INC HELEN FURIA, TTEE MCHUGH IAS MANAGED ACCT	2 OF 6	027-05788	NIK BJELAJAC - 714	10/31/02

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. Please contact your account executive if you believe any cost basis related data is inaccurate or if you require additional information.

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual		Portfolio Percent
										Yield	Income	
AMERICAN INTERNATIONAL GRO INC	(I) CASH	800	AIG	05/15/02	66.5900	62.65000	53,272.00	50,040.00	(3,232)	0.300	150	6.45
AUTOMATIC DATA PROCESSING INC	(Q) CASH	800	ADP	05/15/02	63.6400	42.63000	42,912.00	34,024.00	(8,888)			
	CASH	250	ADP	05/20/02	46.9900	42.63000	11,497.50	10,632.50	(865)			
	CASH	150	ADP	08/09/02	37.0400	42.63000	5,566.00	6,379.50	824			
TOTAL AUTOMATIC DATA PROCESSING INC		1,200	ADP	Avg Cost	49.9712	42.63000	59,965.50	51,036.00	(8,930)	1.081	552	6.56
BANK OF NEW YORK CO INC	(I) CASH	1,150	BK	05/15/02	37.0000	26.00000	42,550.00	29,900.00	(12,650)	2.923	874	3.25
BIOMET INC	(L) CASH	1,450	BMET	05/15/02	29.4900	29.46000	42,760.50	42,717.00	(44)	0.339	145	4.65
CINTAS CORP	(P) CASH	400	CTAS	05/15/02	55.8700	47.27000	22,348.00	18,908.00	(3,440)			
	CASH	200	CTAS	05/20/02	47.8500	47.27000	9,570.00	9,464.00	(116)			
	CASH	250	CTAS	08/09/02	42.4000	47.27000	10,600.00	11,817.50	1,217			
TOTAL CINTAS CORP		850	CTAS	Avg Cost	50.0211	47.27000	42,518.00	40,179.50	(2,339)	0.628	213	4.37
COLGATE PALMOLIVE CO	(F) CASH	400	CL	05/15/02	55.1700	54.98000	22,068.00	21,992.00	(76)			
	CASH	550	CL	05/15/02	55.1600	54.98000	30,338.00	30,239.00	(99)			
TOTAL COLGATE PALMOLIVE CO		950	CL	Avg Cost	55.1642	54.98000	52,406.00	52,231.00	(175)	1.309	684	6.69
CONCORD EFS INC	(I) CASH	450	CEFT	05/15/02	34.3400	14.28000	16,453.00	6,425.00	(9,027)			
	CASH	500	CEFT	05/15/02	34.2900	14.28000	17,145.00	7,140.00	(10,005)			
	CASH	300	CEFT	05/20/02	32.0100	14.28000	9,603.00	4,284.00	(5,319)			
	CASH	950	CEFT	08/09/02	15.2300	14.28000	14,468.50	13,666.00	(803)			
TOTAL CONCORD EFS INC		2,200	CEFT	Avg Cost	25.7588	14.28000	56,669.50	31,416.00	(25,254)			3.42

APPENDIX R 3

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CLIENT ACCOUNT STATEMENT

LEO GOODWIN FOUNDATION INC
 HELEN FURIA, TRS
 MCHUGH IAS MANAGED ACCT
 Account Number: NIK BJELAJAC - 714
 Account Executive: Period Ending: 10/31/02
 Page: 3 OF 6
 027-05788

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Yield	Estimated Annual Portfolio Income Percent
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COSTCO WHOLESALE CORP-NEW (P) CASH	750	05/15/02	41,2600	33,9300	33,9300	30,945,00	25,447,50	(5,498)			
CASH	200	06/20/02	40,5900	33,9300	33,9300	8,118,00	6,786,00	(1,332)			
CASH	150	08/09/02	32,7900	33,9300	33,9300	4,918,50	6,089,50	1,171			
Avg Cost	1,100		39,9831	33,9300	33,9300	43,981,50	37,323,00	(6,659)			4.08
CVS (L) CASH	100	05/15/02	34,3700	27,7300	27,7300	2,773,00	2,773,00	(664)			
CASH	800	05/15/02	34,4000	27,7300	27,7300	22,620,00	22,184,00	(6,336)			
CASH	350	08/09/02	29,0747	27,7300	27,7300	10,176,15	9,705,50	(471)			
Avg Cost	1,250		32,9066	27,7300	27,7300	41,133,15	34,662,50	(6,471)			3.77
TOTAL CVS CORP						34,662,50	32,901,50	1,299			
DEL. COMPUTER CORP (Q) CASH	1,150	05/15/02	27,4800	28,6100	28,6100	31,602,00	32,901,50	1,299			
CASH	300	08/09/02	26,6000	28,6100	28,6100	7,680,00	8,583,00	903			
Avg Cost	1,450		27,0910	28,6100	28,6100	39,282,00	41,484,50	2,202			4.52
EMC CORP-MASS (Q) CASH	2,650	05/15/02	7,9400	5,11000	5,11000	21,041,00	13,641,50	(7,500)			1.47
FASTAL CO (P) CASH	600	05/15/02	41,7300	33,95000	33,95000	20,865,00	18,975,00	(1,990)			2.77
CASH	250	06/20/02	38,8330	33,95000	33,95000	9,708,25	8,487,50	(1,221)			
Avg Cost	750		40,7643	33,95000	33,95000	30,573,25	26,462,50	(6,111)			2.77
TOTAL FASTAL CO						26,462,50	26,462,50				
GENERAL ELECTRIC CO (F) CASH	1,650	05/15/02	31,1500	25,25000	25,25000	61,397,50	41,662,50	(9,735)			1.88
HARLEY DAVIDSON INC (S) CASH	400	05/15/02	54,0700	52,30000	52,30000	21,626,00	20,925,00	(706)			
CASH	150	06/20/02	51,3000	52,30000	52,30000	7,695,00	7,845,00	150			
CASH	250	08/09/02	46,8000	52,30000	52,30000	11,450,00	13,075,00	1,625			
Avg Cost	800		60,9662	52,30000	52,30000	40,773,00	41,840,00	1,067			4.55
TOTAL HARLEY DAVIDSON INC						41,840,00	41,840,00				
INTEL CORP (Q) CASH	700	06/15/02	30,3400	17,30000	17,30000	21,238,00	12,110,00	(9,128)			2.28
CASH	500	08/20/02	20,0300	17,30000	17,30000	10,016,00	8,650,00	(1,366)			
Avg Cost	1,200		26,0441	17,30000	17,30000	31,253,00	20,760,00	(10,493)			2.28
TOTAL INTEL CORP						20,760,00	20,760,00				
JOHNSON & JOHNSON (L) CASH	700	05/15/02	60,2300	58,75000	58,75000	42,161,00	41,125,00	(1,036)			5.76
CASH	200	06/20/02	56,5700	58,75000	58,75000	11,114,00	11,750,00	636			
Avg Cost	900		59,1944	58,75000	58,75000	63,275,00	62,875,00	(400)			5.76
TOTAL JOHNSON & JOHNSON						62,875,00	62,875,00				
MEDTRONIC INC (L) CASH	700	05/15/02	43,9100	44,80000	44,80000	30,737,00	31,350,00	613			
CASH	200	08/09/02	40,6000	44,80000	44,80000	8,120,00	8,950,00	830			
Avg Cost	43,1744					38,857,00	40,320,00	1,463			4.39
TOTAL MEDTRONIC INC						40,320,00	40,320,00				

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APPENDIX R 3

LEO GOODWIN FOUNDATION INC
HELEN FURIA, TTEE
MCHUGH IAS MANAGED ACCT

Page 4 OF 6 Account Number 027-05788 Account Executive NIK BIELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
MERCK & CO INC	(L) CASH	550	MRK	05/15/02	56.5500	54.24000	31,102.50	29,832.00	(1,271)			
	CASH	200	MRK	08/09/02	50.6800	54.24000	10,132.00	10,848.00	716			
TOTAL MERCK & CO INC		750	MRK	Avg Cost	54.9793	54.24000	41,234.50	40,680.00	(555)	2.654	1080	4.43
MGIC INVESTMENT CORP-WISC	(I) CASH	300	MTG	05/15/02	72.6000	41.96000	21,780.00	12,588.00	(9,192)	0.238	30	1.37
MICROSOFT CORP	(Q) CASH	750	MSFT	05/15/02	54.9390	53.47000	41,204.25	40,102.50	(1,102)			
	CASH	150	MSFT	06/20/02	54.7390	53.47000	8,210.85	8,020.50	(190)			
TOTAL MICROSOFT CORP		900	MSFT	Avg Cost	54.9056	53.47000	49,415.10	48,123.00	(1,292)			5.24
MOLEX INC-CL A	(Q) CASH	650	MOLXA	05/15/02	33.1200	23.23000	21,528.00	15,099.50	(6,429)			
	CASH	400	MOLXA	08/09/02	25.1200	23.23000	10,048.00	9,292.00	(756)			
TOTAL MOLEX INC-CL A		1,050	MOLXA	Avg Cost	30.0723	23.23000	31,576.00	24,391.50	(7,185)	0.430	105	2.65
OMNICOM GROUP INC	(M) CASH	350	OMC	05/15/02	91.1100	57.63000	31,888.50	20,170.50	(11,718)			
	CASH	200	OMC	06/20/02	54.9300	57.63000	10,986.00	11,526.00	540			
	CASH	100	OMC	08/09/02	55.3500	57.63000	5,535.00	5,763.00	228			
TOTAL OMNICOM GROUP INC		650	OMC	Avg Cost	74.4761	57.63000	48,409.50	37,459.50	(10,950)	1.388	520	4.08
PATTERSON DENTAL CO	(L) CASH	450	PDCO	05/15/02	45.7200	51.51000	20,571.50	23,179.50	2,608			2.52
STATE STREET CORP	(I) CASH	650	STT	05/15/02	48.0900	41.37000	31,258.50	26,890.50	(4,368)			
	CASH	250	STT	06/20/02	44.1851	41.37000	11,046.28	10,342.50	(704)			
TOTAL STATE STREET CORP		900	STT	Avg Cost	47.0053	41.37000	42,304.78	37,233.00	(5,072)	1.160	432	4.05
WATERS CORP	(Q) CASH	150	WAT	05/15/02	28.6200	25.18000	4,293.00	3,777.00	(516)			
	CASH	500	WAT	05/15/02	28.6400	25.18000	17,184.00	15,108.00	(2,076)			
TOTAL WATERS CORP		750	WAT	Avg Cost	28.6350	25.18000	21,477.00	18,885.00	(2,592)			2.05
SUB-TOTAL COMMON STOCK.....							1,018,476.28	889,890.50	(128,491)		7470	98.87
SUB-TOTAL EQUITIES.....							1,018,476.28	889,890.50	(128,491)		7470	98.87

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(F) 11% CONSUMER GOODS	(I) 18% FINANCIAL	(L) 26% HEALTHCARE	(M) 4% MEDIA & COMMUNICATION
(P) 12% RETAIL SERVICES	(Q) 25% TECHNOLOGY	(S) 5% TRANSPORTATION	

APPENDIX R 3

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LEO GOODWIN FOUNDATION IN **HELEN FURIA, TRUSTEE** **CAMBIAR IAS MANAGED ACCT**
 Account Number Account Executive Period Ending
 027-05789 NIK BJRLAJAC - 714 10/31/02

Portfolio Holdings

Equities

Common Stock

Description	Account	Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Yield	Income Percent	Portfolio
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ABBOTT LABORATORIES (L) CASH	655	ABB	47,7000	47,7000	05/15/02	41,8700	41,8700	31,243.60	27,424.86	(3,819)			13,619
ABBOTT LABORATORIES	755	ABB	47,4440	47,4440	Avg Cost	41,8700	41,8700	38,294.70	32,030.55	(4,264)			719
***ACE LTD-ORD (1) CASH	775	ACE	34,5100	34,5100	05/15/02	30,7500	30,7500	28,822.75	23,831.25	(2,992)			12,992
***ACE LTD-ORD	180	ACE	33,6400	33,6400	05/21/02	30,7500	30,7500	8,055.20	8,535.00	(520)			520
TOTAL ***ACE LTD-ORD	955	ACE	34,4271	34,4271	Avg Cost	30,7500	30,7500	32,877.95	29,366.25	(3,512)			2,001
***ALLIANZ AKTIENGESELLSCH (1) CASH	1,315	AZ	23,4900	23,4900	05/15/02	10,5800	10,5800	30,689.95	13,912.70	(16,977)			16,977
SPONSORED ADR REPSTG 1/10 SH CASH	245	AZ	23,2400	23,2400	05/21/02	10,5800	10,5800	5,693.60	2,692.10	(3,102)			3,102
CASH	15	AZ	18,8493	18,8493	08/20/02	10,5800	10,5800	282.74	158.70	(124)			124
TOTAL ***ALLIANZ AKTIENGESELLSCH	1,575	AZ	23,4059	23,4059	Avg Cost	10,5800	10,5800	36,666.89	16,663.60	(20,202)			1,937
ALLSTATE CORP (1) CASH	780	ALL	39,3200	39,3200	05/15/02	39,7800	39,7800	30,659.60	31,026.40	359			2,111
AUTODESK INC (9) CASH	1,100	ADSK	12,7000	12,7000	07/10/02	11,7000	11,7000	13,970.00	12,870.00	(1,100)			1,025
BMC SOFTWARE INC (9) CASH	2,300	BMC	17,2400	15,9400	05/15/02	15,9400	15,9400	39,652.00	36,662.00	(2,990)			2,990
TOTAL BMC SOFTWARE INC	2,535	BMC	17,2344	15,9400	Avg Cost	15,9400	15,9400	43,689.30	40,407.90	(3,281)			3,281
BOSTON SCIENTIFIC CORP (L) CASH	345	BSX	25,0900	25,0900	05/15/02	27,6300	27,6300	8,556.05	12,982.35	4,326			4,326
***CARNIVAL CORP-CL A (5) CASH	800	CCL	32,6900	26,1200	05/15/02	26,0720	26,0720	26,072.00	20,896.00	(5,176)			5,176
CASH	125	CCL	29,8400	26,1200	06/03/02	26,0720	26,0720	3,730.00	3,255.00	(465)			465
TOTAL ***CARNIVAL CORP-CL A	925	CCL	32,2183	26,1200	Avg Cost	26,1200	26,1200	29,802.00	24,181.00	(5,641)			5,641
ABBOTT LABORATORIES (L) CASH	655	ABB	47,7000	47,7000	05/15/02	41,8700	41,8700	31,243.60	27,424.86	(3,819)			13,619
ABBOTT LABORATORIES	755	ABB	47,4440	47,4440	Avg Cost	41,8700	41,8700	38,294.70	32,030.55	(4,264)			719
***ACE LTD-ORD (1) CASH	775	ACE	34,5100	34,5100	05/15/02	30,7500	30,7500	28,822.75	23,831.25	(2,992)			12,992
***ACE LTD-ORD	180	ACE	33,6400	33,6400	05/21/02	30,7500	30,7500	8,055.20	8,535.00	(520)			520
TOTAL ***ACE LTD-ORD	955	ACE	34,4271	34,4271	Avg Cost	30,7500	30,7500	32,877.95	29,366.25	(3,512)			2,001
***ALLIANZ AKTIENGESELLSCH (1) CASH	1,315	AZ	23,4900	23,4900	05/15/02	10,5800	10,5800	30,689.95	13,912.70	(16,977)			16,977
SPONSORED ADR REPSTG 1/10 SH CASH	245	AZ	23,2400	23,2400	05/21/02	10,5800	10,5800	5,693.60	2,692.10	(3,102)			3,102
CASH	15	AZ	18,8493	18,8493	08/20/02	10,5800	10,5800	282.74	158.70	(124)			124
TOTAL ***ALLIANZ AKTIENGESELLSCH	1,575	AZ	23,4059	23,4059	Avg Cost	10,5800	10,5800	36,666.89	16,663.60	(20,202)			1,937
ALLSTATE CORP (1) CASH	780	ALL	39,3200	39,3200	05/15/02	39,7800	39,7800	30,659.60	31,026.40	359			2,111
AUTODESK INC (9) CASH	1,100	ADSK	12,7000	12,7000	07/10/02	11,7000	11,7000	13,970.00	12,870.00	(1,100)			1,025
BMC SOFTWARE INC (9) CASH	2,300	BMC	17,2400	15,9400	05/15/02	15,9400	15,9400	39,652.00	36,662.00	(2,990)			2,990
TOTAL BMC SOFTWARE INC	2,535	BMC	17,2344	15,9400	Avg Cost	15,9400	15,9400	43,689.30	40,407.90	(3,281)			3,281
BOSTON SCIENTIFIC CORP (L) CASH	345	BSX	25,0900	25,0900	05/15/02	27,6300	27,6300	8,556.05	12,982.35	4,326			4,326
***CARNIVAL CORP-CL A (5) CASH	800	CCL	32,6900	26,1200	05/15/02	26,0720	26,0720	26,072.00	20,896.00	(5,176)			5,176
CASH	125	CCL	29,8400	26,1200	06/03/02	26,0720	26,0720	3,730.00	3,255.00	(465)			465
TOTAL ***CARNIVAL CORP-CL A	925	CCL	32,2183	26,1200	Avg Cost	26,1200	26,1200	29,802.00	24,181.00	(5,641)			5,641

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CLIENT ACCOUNT STATEMENT

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Yield	Portfolio Income Percent
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CIGNA CORP	(1) CASH	130	CI	07/19/02	83.0999	36.1400	10,802.99	4,698.20	(6,105)		
		85	CI	09/03/02	83.9478	36.1400	7,136.66	3,071.90	(4,064)		
TOTAL CIGNA CORP		215	CI	Avg Cost	83.4361	36.1400	17,938.65	7,770.10	(10,168)		284 0.90
CIRCUIT CITY STORES INC	(S) CASH	900	CC	05/16/02	16.1929	9.9100	14,673.62	8,919.00	(5,855)		63 1.03
CIRCUIT CITY GROUP											
COMODPHILLIPS	(G) CASH	364	CDP	06/04/02	55.8249	48.5000	20,365.25	17,654.00	(2,711)		582 2.04
CVS CORP	(L) CASH	416	CVS	05/15/02	34.3600	27.7300	14,269.40	11,507.95	(2,761)		
	CASH	600	CVS	05/15/02	34.3800	27.7300	17,190.00	13,865.00	(3,326)		
	CASH	166	CVS	08/03/02	31.8200	27.7300	4,932.10	4,298.15	(634)		
TOTAL CVS CORP		1,070	CVS	Avg Cost	34.0014	27.7300	36,381.60	29,671.10	(6,710)		246 3.44
ENSCO INTERNATIONAL INC	(G) CASH	800	ESV	05/15/02	33.4100	27.0400	20,046.00	16,224.00	(3,822)		
	CASH	206	ESV	06/21/02	31.8300	27.0400	6,626.16	5,643.20	(982)		
TOTAL ENSCO INTERNATIONAL INC		806	ESV	Avg Cost	33.0076	27.0400	26,671.16	21,867.20	(4,804)		81 2.62
FLEETBOSTON FINL CORP	(1) CASH	900	FBF	05/15/02	36.7600	23.3900	33,076.00	21,051.00	(12,024)		
	CASH	140	FBF	05/29/02	36.0000	23.3900	4,900.00	3,274.60	(1,626)		
TOTAL FLEETBOSTON FINL CORP		1,040	FBF	Avg Cost	36.5144	23.3900	37,976.00	24,326.60	(13,649)		1466 2.82
**GLAXOSMITHKLINE PLC (L) CASH		340	GSK	07/02/02	41.4056	37.6900	14,077.87	12,814.60	(1,263)		
	CASH	120	GSK	07/10/02	38.8068	37.6900	4,666.70	4,622.80	(43)		
	CASH	280	GSK	09/03/02	36.8121	37.6900	10,261.39	10,663.20	302		
TOTAL **GLAXOSMITHKLINE PLC		740	GSK	Avg Cost	39.1702	37.6900	28,985.96	27,890.60	(1,095)		868 3.23
GUIDANT CORP	(L) CASH	625	GDT	05/16/02	36.8800	29.6700	30,426.00	24,995.26	(5,031)		
	CASH	116	GDT	05/29/02	40.2000	29.6700	4,623.00	3,400.65	(1,222)		
TOTAL GUIDANT CORP		940	GDT	Avg Cost	37.2661	29.6700	35,049.00	27,795.60	(7,253)		3 22
HONEYWELL INTL INC	(S) CASH	660	HON	07/23/02	30.0066	23.9400	16,503.68	19,167.00	(3,337)		413 1.62
***ING GROEP NV-SPONSORED (1) CASH		400	ING	05/16/02	26.9100	16.6700	10,364.00	6,626.00	(3,736)		
	CASH	1,000	ING	05/16/02	26.9800	16.6700	25,980.00	16,670.00	(9,410)		
TOTAL ***ING GROEP NV-SPONSORED ADR		1,400	ING	Avg Cost	26.8600	16.6700	36,344.00	23,196.00	(13,146)		966 2.69
LIMITED BRANDS INC	(B) CASH	970	LTD	08/12/02	13.7499	15.6700	13,337.40	16,199.90	1,863		291 1.76



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**LEO GOODWIN FOUNDATION IN
HELEN FURIA, TTEE
CAMBIAR IAS MANAGED ACCT**

Page 4 OF 8 Account Number 027-03789 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
MBIA INC	(I) CASH	200	MBI	05/15/02	55.2000	43.65000	11,040.00	8,730.00	(2,310)			
	CASH	260	MBI	05/15/02	55.1400	43.65000	15,439.20	12,222.00	(3,217)			
TOTAL MBIA INC		460	MBI	Avg Cost	55.1650	43.65000	26,479.20	20,952.00	(5,527)	1.657	326	2.43
NOBLE CORP	(G) CASH	500	NE	05/15/02	41.4700	32.32000	20,735.00	18,160.00	(4,575)			
NEW	CASH	145	NE	05/21/02	40.1235	32.32000	5,817.91	4,686.40	(1,132)			
TOTAL NOBLE CORP		645	NE	Avg Cost	41.1673	32.32000	26,552.91	20,846.40	(5,707)			2.41
NORDSTROM INC	(B) CASH	770	JNM	08/12/02	17.4700	19.92000	13,451.90	15,338.40	1,887	2.008	308	1.77
PACTIV CORP	(C) CASH	975	PTY	10/08/02	15.6925	19.84000	15,202.69	19,344.00	4,141			2.24
RAYTHEON CO	(Q) CASH	365	RTN	07/11/02	34.8000	29.50000	12,702.00	10,767.50	(1,935)			
COM NEW	CASH	345	RTN	07/22/02	29.0104	29.50000	10,008.59	10,177.50	169			
TOTAL RAYTHEON CO		710	RTN	Avg Cost	31.9867	29.50000	22,710.59	20,945.00	(1,766)	2.711	568	2.43
***ROCHE HOLDING LTD	(L) CASH	480	RHBY	05/15/02	77.0000	70.79000	36,960.00	33,979.20	(2,981)			
SPONSORED ADR REPSTG ORD	CASH	50	RHBY	05/21/02	80.2500	70.79000	4,012.50	3,539.50	(473)			
TOTAL ***ROCHE HOLDING LTD		530	RHBY	Avg Cost	77.3066	70.79000	40,972.50	37,518.70	(3,454)	0.946	355	4.36
SABRE HOLDINGS CORP CL A	(Q) CASH	540	TSG	07/23/02	23.0854	19.18000	12,466.66	10,357.20	(2,109)			
	CASH	410	TSG	09/20/02	21.9405	19.18000	8,995.61	7,863.80	(1,132)			
TOTAL SABRE HOLDINGS CORP CL A		950	TSG	Avg Cost	22.6918	19.18000	21,462.27	18,221.00	(3,241)			2.11
SAFECO CORP	(I) CASH	495	SAFC	07/19/02	26.7597	35.55000	13,246.05	17,602.20	4,356	2.080	356	2.04
SARA LEE CORP	(J) CASH	200	SLE	05/15/02	20.5900	22.83000	4,118.00	4,566.00	448			
	CASH	1,300	SLE	05/15/02	20.5000	22.83000	26,780.00	29,679.00	2,899			
TOTAL SARA LEE CORP		1,500	SLE	Avg Cost	20.5986	22.83000	30,898.00	34,245.00	3,347	2.528	900	3.97
***SCHLUMBERGER LTD	(G) CASH	555	SLB	05/15/02	55.5400	40.11000	31,380.10	22,662.15	(8,718)			
	CASH	95	SLB	05/29/02	52.0300	40.11000	4,942.86	3,810.45	(1,132)			
TOTAL ***SCHLUMBERGER LTD		650	SLB	Avg Cost	55.0347	40.11000	36,322.96	26,472.60	(9,850)	1.869	495	3.07
SYNOPSIS INC	(Q) CASH	600	SNPS	05/15/02	53.0590	37.85000	31,841.40	22,710.00	(9,131)			2.53
TRAVELERS PROPERTY CASUALTY	(I) CASH	1,675	TAPA	05/15/02	18.6600	13.35000	31,255.50	22,361.25	(8,894)			
CORP CL A	CASH	230	TAPA	06/04/02	15.7500	13.35000	3,854.80	3,070.50	(784)			
TOTAL TRAVELERS PROPERTY CASUALTY		1,905	TAPA	Avg Cost	18.4306	13.35000	35,110.30	25,431.75	(9,679)			2.95

APPENDIX R 4



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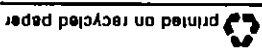
CLIENT ACCOUNT STATEMENT

LEO GOODWIN FOUNDATION IN
 HELEN FURIA, TRUSTEE
 CAMBIAR IAS MANAGED ACCT
 Account Number 027-05789 NIK BJELAJAC - 714
 Account Executive
 Page 5 OF 8
 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Yield	Income Percent
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UNISYS CORP	(Q) CASH	2,000	UIS	06/16/02	13.4400	8.73000	26,880.00	17,460.00	(9,420)		
		364	UIS	08/29/02	11.3600	8.73000	4,131.40	3,177.72	(954)		
		2,364	UIS	Avg Cost	13.1181	8.73000	31,011.40	20,637.72	(10,374)		
TOTAL UNISYS CORP											2.39
US BANCORP DEL COM NEW	(1) CASH	850	USB	05/15/02	24.0900	21.09000	20,476.50	17,926.50	(2,550)	3.698	663
											2.08
		2,364	UIS	Avg Cost	13.1181	8.73000	31,011.40	20,637.72	(10,374)		
WALT DISNEY CO HOLDING CO (H) CASH	CASH	1,000	DIS	07/11/02	18.0628	16.70000	18,062.80	16,700.00	(1,363)		
		485	DIS	07/16/02	17.8000	16.70000	8,277.00	7,765.50	(512)		
		1,485	DIS	Avg Cost	17.9793	16.70000	26,339.80	24,465.50	(1,874)	1.257	308
TOTAL WALT DISNEY CO HOLDING CO											2.83
SUB-TOTAL COMMON STOCK											87.98
SUB-TOTAL EQUITIES											87.98



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LEO GOODWIN FOUNDATION
HELEN FURIA TTEE
KAYNE ANDERSON IAS MANAG A/C

Page	Account Number	Account Executive	Period Ending
2 OF 5	027-05790	NIK BJELAJAC - 714	10/31/02

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. Please contact your account executive if you believe any cost basis related data is inaccurate or if you require additional information.

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual		Portfolio Percent
										Yield	Income	
BEMIS CO INC	(F) CASH	245	BMS	05/30/02	49.2500	52.09000	12,066.25	12,762.05	696	1.998	255	4.68
BROWN & BROWN INC	(I) CASH	230	BRO	05/30/02	34.6251	30.40000	7,953.77	6,992.00	(972)	0.758	53	2.58
C H ROBINSON WORLDWIDE INC	(S) CASH	375	CHRW	05/30/02	33.6760	28.67000	12,591.00	11,088.75	(1,502)	0.811	90	4.07
CATALINA MARKETING CORP	(M) CASH	385	POS	05/08/02	31.1800	19.35000	12,004.30	7,449.75	(4,555)			2.73
CERTEGY INC	(R) CASH	305	CEY	05/30/02	42.3437	21.00000	12,914.83	6,405.00	(6,510)			2.35
CINCINNATI FINANCIAL CORP	(I) CASH	245	CINF	05/30/02	45.0117	37.99000	11,027.87	9,307.55	(1,720)	2.342	218	3.42
CINTAS CORP	(P) CASH	235	CTAS	05/30/02	52.3500	47.27000	12,302.25	11,108.45	(1,194)	0.528	59	4.08
COPART INC	(P) CASH	600	CPRT	05/30/02	18.5221	10.67000	9,913.26	6,402.00	(3,511)			2.35
CSG SYSTEMS INTERNATIONAL	(Q) CASH	325	CSGS	05/30/02	26.6200	12.87900	8,651.50	4,185.68	(4,466)			1.53
DEVON ENERGY CORPORATION N	(G) CASH	255	DYN	05/30/02	50.4649	50.50000	13,373.20	13,362.50	9	0.395	53	4.91
DIAGNOSTIC PRODUCTS CORP	(L) CASH	160	DP	05/30/02	49.9100	41.25000	7,985.60	6,600.00	(1,386)	0.581	38	2.42
DONALDSON CO INC	(F) CASH	190	DCI	05/30/02	39.1500	31.67000	7,440.40	6,898.30	(1,442)	1.076	65	2.20
EATON VANCE CORP-NON VTG	(I) CASH	325	EV	05/30/02	35.0726	28.71000	11,398.60	9,330.75	(2,068)	1.114	104	3.42
EQUIFAX INC	(I) CASH	295	EFX	05/30/02	28.1304	23.55000	8,298.47	6,950.20	(1,348)	0.339	24	2.55
FACTSET RESEARCH SYSTEMS I	(Q) CASH	245	FDS	05/30/02	32.3447	27.35000	7,924.45	6,700.75	(1,224)	0.731	49	2.46
ISAAC & CO INC	(Q) CASH	240	FIC	05/30/02	38.9170	38.47000	9,340.08	9,232.80	(107)	0.207	19	3.39
HEALTH GROUP CORP	(I) CASH	400	FHCC	05/30/02	27.9700	25.98000	11,188.00	10,392.00	(796)			3.81

APPENDIX R 5



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LEO GOODWIN FOUNDATION
HELEN FURIA TTEE
KAYNE ANDERSON IAS MANAG A/C

Page 3 OF 5 Account Number 027-05790 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
HENRY JACK & ASSOCIATES IN (Q) CASH		475	JKHY	05/30/02	19.5377	10.27900	9,280.41	4,882.62	(4,398)			
CASH		216	JKHY	07/10/02	16.3450	10.27900	3,299.18	2,209.98	(1,089)			
TOTAL HENRY JACK & ASSOCIATES INC		690	JKHY	Avg Cost	18.2312	10.27900	12,579.59	7,092.60	(5,487)	1.362	97	2.60
IMS HEALTH INC (Q) CASH		750	RX	05/30/02	21.1371	15.04000	15,852.83	11,280.00	(4,573)	0.531	60	4.14
KING PHARMACEUTICALS INC (L) CASH		385	KG	05/30/02	27.8100	15.35000	10,708.85	6,909.75	(4,797)			
CASH		270	KG	07/16/02	18.9962	15.35000	5,128.97	4,144.50	(984)			
TOTAL KING PHARMACEUTICALS INC		655	KG	Avg Cost	24.1768	15.35000	15,836.82	10,054.25	(5,782)			3.69
MAXIM INTEGRATED PRODUCTS (Q) CASH		300	MXIM	05/30/02	45.2590	31.84000	13,577.70	9,552.00	(4,026)	0.251	24	3.50
NATIONAL COMMERCE FINANCIA (I) CASH		560	NCF	05/30/02	27.9105	24.48000	15,829.88	13,708.80	(1,921)	2.777	381	5.03
CORP												
OM GROUP INC (C) CASH		175	OMG	05/30/02	65.5543	6.49000	11,472.00	1,135.75	(10,338)	8.628	98	0.41
REGIS CORP-MINN (P) CASH		305	RGIS	09/27/02	27.7599	29.22000	8,466.77	8,912.10	445	0.410	37	3.27
REINSURANCE GROUP OF AMERI (I) CASH		270	RGA	05/30/02	31.4777	27.49000	8,498.98	7,422.30	(1,077)	0.873	65	2.72
INC												
VENT A CENTER INC-NEW (I) CASH		200	RCII	05/30/02	55.0000	44.35000	11,200.00	8,870.00	(2,330)			3.25
TELEFLEX INC (L) CASH		220	TFX	05/30/02	57.1801	42.08000	12,579.62	9,253.20	(3,326)	1.711	158	3.40
TOOTSIE ROLL INDUSTRIES IN (J) CASH		140	TR	05/30/02	47.2900	31.54000	5,820.50	4,415.60	(2,205)	0.887	39	1.62
VALSPAR CORP (C) CASH		320	VAL	05/30/02	47.3270	41.77000	15,144.64	13,366.40	(1,778)	1.340	179	4.91
WASHINGTON FEDERAL INC (I) CASH		285	WFSL	05/30/02	27.0857	24.66000	7,719.42	7,028.10	(691)	3.730	262	2.58
ZEBRA TECHNOLOGIES CORP-CL (Q) CASH		170	ZBRA	05/30/02	57.0863	61.52000	9,704.67	10,458.40	754			3.84

APPENDIX R 5

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LEO GOODWIN FOUNDATION
HELEN FURIA TTEE
KAYNE ANDERSON IAS MANAG A/C

Page 4 OF 5 Account Number 027-03790 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual		Portfolio Percent
										Yield	Income	
SUB-TOTAL COMMON STOCK.....							341,268.35	268,837.83	(74,428)	2427	97.89	
SUB-TOTAL EQUITIES.....							341,268.35	268,837.83	(74,428)	2427	97.89	

APPENDIX R 5



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	Page	Account Number	Account Executive	Period Ending
LEO GOODWIN FOUNDATION INC HELEN FURIA TTEE WESTCAP IAS MANAG A/C	2 OF 8	027-05791	NIK BJELAJAC - 714	10/31/02

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. Please contact your account executive if you believe any cost basis related data is inaccurate or if you require additional information.

Equities

Common Stock

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual		Portfolio Percent
										Yield	Income	
ADAPTEC INC	(Q) CASH	710	ADPT	05/15/02	14.7200	5.86000	10,451.20	4,231.60	(6,220)			1.62
AFFILIATED MANAGERS GROUP	(I) CASH	108	AMG	05/15/02	68.8500	51.92000	7,298.10	5,603.52	(1,795)			
	CASH	29	AMG	07/03/02	58.1075	51.82000	1,685.12	1,505.68	(179)			
TOTAL AFFILIATED MANAGERS GROUP INC		136	AMG	Avg Cost	66.5423	51.92000	8,983.22	7,009.20	(1,974)			2.68
ALLEN TELECOM INC	(M) CASH	393	ALH	05/15/02	6.2700	6.18000	2,464.11	2,428.74	(35)			0.92
AMERICAN MED SYS HLDGS INC	(L) CASH	85	AMMD	05/15/02	21.7980	13.99000	1,852.83	1,189.15	(664)			
	CASH	15	AMMD	05/30/02	22.2473	13.99000	333.71	209.85	(124)			
	CASH	19	AMMD	05/31/02	23.0000	13.99000	437.00	265.81	(171)			
	CASH	20	AMMD	06/03/02	22.5000	13.99000	450.00	279.80	(170)			
	CASH	37	AMMD	06/04/02	22.4400	13.99000	830.28	517.63	(313)			
TOTAL AMERICAN MED SYS HLDGS INC		176	AMMD	Avg Cost	22.1807	13.99000	3,903.82	2,462.24	(1,442)			0.94
AMERICAN WOODMARK CORP	(F) CASH	50	AMND	05/15/02	68.9100	52.84000	3,445.50	2,642.00	(804)	0.378	10	1.01
AVOCENT CORP	(Q) CASH	419	AVCT	05/15/02	24.6900	20.00000	10,345.11	8,380.00	(1,965)			3.20
BARRA INC	(Q) CASH	125	BARZ	05/15/02	52.0755	35.89000	6,509.44	4,486.25	(2,023)			1.71
BENCHMARK ELECTRONICS INC	(Q) CASH	181	BHE	05/15/02	31.3500	22.26000	5,674.35	4,029.05	(1,645)			1.54
BUCA INC	(J) CASH	281	BUCA	05/15/02	17.1900	7.13000	4,830.39	2,003.53	(2,827)			0.75
CAL DIVE INTERNATIONAL INC	(E) CASH	291	CDIS	05/15/02	24.4000	21.97000	7,100.40	6,393.27	(707)			2.44
ULT COMMUNICATIONS CO	(Q) CASH	305	CATT	05/15/02	25.7400	12.94000	7,850.70	3,946.70	(3,904)			1.51



APPENDIX R6



Cash and securities held by us in your client account(s) are protected in two ways. Through our membership in SIPC (Securities Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. The firm supplements this by providing similar protection for the remainder of the cash and/or securities that we hold on your behalf. This statement shall be conclusive if not objected to in writing within ten days. Please address all communications to the firm and not to individuals. Address changes or other material changes on your account should be directed to the office serving your account. We recommend that you retain this statement to assist you in tax reporting activities.

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CLIENT ACCOUNT STATEMENT

Period Ending Account Executive Account Number Page 3 OF 8

10/31/02

LEO GOODWIN FOUNDATION INC
HELEN FORIA TTEE
WESTCAP IAS MANAG A/C

Account Number 027-05791 NIR BIELAJAC - 714

Account Executive WESTCAP IAS MANAG A/C

Period Ending 10/31/02

Account Number 027-05791

Account Executive NIR BIELAJAC - 714

Period Ending 10/31/02

Account Number 027-05791

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Account Executive NIR BIELAJAC - 714

Period Ending 10/31/02

Account Number 027-05791

Account Executive NIR BIELAJAC - 714

Period Ending 10/31/02

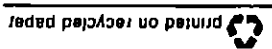
Account Number 027-05791

Account Executive NIR BIELAJAC - 714

Common Stock (continued)

Description	Account	Quantity	Symbol	Open	Unit	Current	Price	Total	Current	Value	Unrealized	Gain/(Loss)	Yield	Income	Percent
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CHARLES RIVER LABORATORIES (L) CASH	99	37,2000	CRL	05/15/02	36,75000	3,682.80		3,682.80	3,682.80	3,682.80					1.39
INTERNATIONAL INC															
DOINSTAR INC	(F) CASH	276	CSTR	05/15/02	29,99000	8,556.00		8,277.24	1,439.52	1,139.52	271				
	CASH	48	CSTR	07/02/02	22,3042	22,99000		1,070.60	868.89						
	CASH	38	CSTR	07/03/02	22,8666	29,99000		868.89							
TOTAL COINSTAR INC	Avg Cost	382	CSTR		28,8930	29,99000		10,495.49							4.16
JOINED CORP	(L) CASH	65	CNMD	08/19/02	19,8888	19,88000		1,265.47							
	CASH	26	CNMD	08/21/02	20,0535	19,88000		601.34							
	CASH	44	CNMD	08/22/02	20,1448	19,88000		886.37							
TOTAL JOINED CORP	Avg Cost	134	CNMD		19,7998	19,88000		2,653.18							
) & K HEALTHCARE RESOURCES (L) CASH	39	0,9754	DKWD	10/18/02	9,21000	350.04		359.19							
ORNERLY D & K WHOLESALE DRUG CASH	20	8,6432	DKWD	10/21/02	8,21000	190.86		194.20							
INC	76	8,7638	DKWD	10/22/02	8,21000	656.54		690.75							
TOTAL D & K HEALTHCARE RESOURCES IN	Avg Cost	134	DKWD		9,21000	1,197.44		1,234.14							0.47
RIL-QUIP INC	(B) CASH	238	DRG	05/15/02	24,0600	5,223.90		4,819.50							1.84
DALEX CORP NEW	(Q) CASH	109	ELX	07/29/02	23,9100	17,95000		2,606.19							
	CASH	266	ELX	08/13/02	14,9739	17,95000		3,818.34							
TOTAL DALEX CORP NEW	Avg Cost	384	ELX		17,8498	17,95000		6,424.53							
ACTSET RESEARCH SYSTEMS I (Q) CASH	22	23,2950	FDS	08/05/02	27,35000	612.49		601.70							
	CASH	79	FDS	08/06/02	22,1633	27,35000		1,760.90							
	CASH	14	FDS	08/28/02	24,6998	27,35000		345.80							
	CASH	9	FDS	08/27/02	24,6844	27,35000		221.26							
	CASH	22	FDS	08/28/02	24,3555	27,35000		535.82							
	CASH	18	FDS	09/03/02	23,6082	27,35000		424.95							
TOTAL FACTSET RESEARCH SYSTEMS INC	Avg Cost	164	FDS		23,1171	27,35000		3,791.22							
AIR ISAAC & CO INC	(Q) CASH	211	FIC	05/15/02	39,4798	38,47000		8,339.43							
	CASH	21	FIC	06/15/02	40,1333	38,47000		842.80							
TOTAL AIR ISAAC & CO INC	Avg Cost	232	FIC		39,6785	38,47000		9,182.23							
FINANCIAL FEDERAL CORP	(I) CASH	300	FIF	05/15/02	33,8500	28,02000		10,155.00							



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APPENDIX R6

CLIENT ACCOUNT STATEMENT

Period Ending Account Executive Account Number Page 4 OF 8

10/31/02 NIK BIELAJAC - 714 027-05791

LEO GOODWIN FOUNDATION INC
HELEN FURIA TREE
WESTCAP IAS MANAG A/C

Common Stock (continued)

Description	Account	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Yield	Estimated Annual Portfolio Income Percent
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FISHER SCIENTIFIC INTL INC (F)	CASH	23	F5H	09/30/02	30.2427	28.6000	897.88	657.80	(240)	(40)	
	CASH	57	F5H	10/02/02	31.2736	28.6000	1,782.60	1,630.20	(152)	(67)	
	CASH	23	F5H	10/03/02	31.0589	28.6000	714.58	657.80	(57)	(62)	
	CASH	30	F5H	10/04/02	30.5798	28.6000	920.39	858.00	(62)	(62)	
TOTAL FISHER SCIENTIFIC INTL INC NE		133	F5H	Avg Cost	30.9432	28.6000	4,115.46	3,803.80	(312)	(312)	1.45
FORWARD AIR CORPORATION (S)	CASH	283	FWD	05/15/02	30.6000	17.3300	8,021.50	4,557.79	(3,464)	(3,464)	1.74
GABELLI ASSET MANAGEMENT I (I)	CASH	203	GBL	05/15/02	40.1800	29.8100	8,155.54	6,051.43	(2,105)	(2,105)	
	CASH	28	GBL	07/11/02	31.2418	29.8100	674.77	834.68	(40)	(40)	
	CASH	10	GBL	07/15/02	30.9753	29.8100	309.76	298.10	(12)	(12)	
	CASH	19	GBL	07/16/02	31.2478	29.8100	593.71	556.39	(27)	(27)	
	CASH	23	GBL	07/17/02	31.2000	29.8100	717.50	655.53	(32)	(32)	
TOTAL GABELLI ASSET MANAGEMENT INC		283	GBL	Avg Cost	37.6409	29.8100	10,552.38	8,436.23	(2,116)	(2,116)	3.22
GETTY IMAGES INC (Q)	CASH	272	GETY	05/15/02	37.2000	28.5500	10,118.40	7,795.52	(2,323)	(2,323)	
	CASH	28	GETY	07/17/02	18.9944	28.5500	531.84	802.48	271	271	
	CASH	26	GETY	07/18/02	18.8752	28.5500	490.76	745.18	254	254	
TOTAL GETTY IMAGES INC		326	GETY	Avg Cost	34.1748	28.5500	11,141.00	9,343.16	(1,798)	(1,798)	3.57
GULF ISLAND FABRICATION IN (E)	CASH	309	GIFI	05/15/02	19.0000	13.2500	6,871.00	4,094.25	(1,777)	(1,777)	1.56
HENRY JACK & ASSOCIATES IN (Q)	CASH	297	JHNY	05/15/02	21.8500	10.2790	6,492.42	3,052.88	(3,440)	(3,440)	
	CASH	73	JHNY	07/18/02	13.7440	10.2790	1,003.31	750.37	(253)	(253)	
	CASH	22	JHNY	07/31/02	14.1500	10.2790	311.30	226.14	(85)	(85)	
	CASH	16	JHNY	08/01/02	14.3000	10.2790	228.80	164.46	(64)	(64)	
	CASH	45	JHNY	08/05/02	13.8552	10.2790	523.48	462.58	(61)	(61)	
TOTAL HENRY JACK & ASSOCIATES INC		453	JHNY	Avg Cost	19.1154	10.2790	8,659.31	4,556.39	(4,003)	(4,003)	1.78
HYDRIL CO (Q)	CASH	175	HYDL	05/15/02	26.2000	27.0500	4,585.00	4,733.75	149	149	1.81
ICU MEDICAL INC (L)	CASH	182	ICUI	05/15/02	39.4000	38.7500	7,170.80	7,052.50	(118)	(118)	
	CASH	28	ICUI	07/23/02	28.5758	38.7500	808.52	1,085.00	276	276	
	CASH	15	ICUI	07/25/02	30.5273	38.7500	459.41	581.25	122	122	
TOTAL ICU MEDICAL INC		225	ICUI	Avg Cost	37.5054	38.7500	8,438.73	8,718.75	280	280	3.33
INSIGHT COMMUNICATIONS INC (M)	CASH	241	ICCI	05/15/02	16.4900	9.7400	3,974.09	2,347.34	(1,627)	(1,627)	
	CASH	196	ICCI	05/20/02	15.9937	9.7400	3,134.77	1,909.04	(1,226)	(1,226)	
	CASH	25	ICCI	07/10/02	9.9735	9.7400	249.34	243.50	(6)	(6)	
	CASH	55	ICCI	07/11/02	9.5054	9.7400	532.30	545.44	13	13	
	CASH	70	ICCI	07/12/02	9.9999	9.7400	699.99	681.80	(18)	(18)	
	CASH	108	ICCI	07/30/02	9.2792	9.7400	903.50	1,032.44	129	129	
	CASH	116	ICCI	07/31/02	9.0523	9.7400	1,050.07	1,129.84	79	79	
TOTAL INSIGHT COMMUNICATIONS INC		810	ICCI	Avg Cost	13.1152	9.7400	10,624.16	7,889.40	(2,735)	(2,735)	3.02

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APPENDIX R6

CLIENT ACCOUNT STATEMENT

LEO GOODWIN FOUNDATION INC
HELEN FURIA TREE
WESTCAP IAS MANAG A/C
 Account Number: **027-05791** Account Executive: **NIK BIELAJAC - 714** Period Ending: **10/31/02**
 Page: **8** 5 OF 8

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio Yield	Income Percent
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JACOBS ENGINEERING GROUP I (P) CASH	JEC	75	JEC	08/16/02	36,1644	30,2900	2,711.58	2,271.75	(440)		
JEC CASH	JEC	43	JEC	08/27/02	34,9146	30,2900	1,601.32	1,302.47	(199)		
JEC CASH	JEC	43	JEC	09/30/02	30,6288	30,2900	1,312.74	1,302.47	(10)		
TOTAL JACOBS ENGINEERING GROUP INC	Avg Cost	161	JEC		34,3207	30,2900	5,625.64	4,876.69	(649)		1.86
JEFFRIES GROUP INC NEW	(I) CASH	241	JEF	05/16/02	48,9000	41,6500	11,764.90	10,037.85	(1,747)	0.480	48
MERCURY COMPUTER SYSTEMS I (R) CASH	(R) CASH	138	MRCY	05/16/02	28,6200	30,1610	3,936.76	4,160.84	225		1.69
GENIX CORP	(Q) CASH	299	GENX	05/16/02	16,0400	9,0100	6,393.96	2,693.99	(2,700)		1.03
NEWFIELD EXPLORATION CO	(G) CASH	94	NFX	05/16/02	37,9700	34,8900	3,669.18	3,289.06	(280)		
CASH	CASH	80	NFX	06/18/02	36,8199	34,8900	2,946.69	2,799.20	(146)		
TOTAL NEWFIELD EXPLORATION CO	Avg Cost	174	NFX		37,4412	34,8900	8,614.77	6,088.26	(427)		2.33
PERFORMANCE FOOD GROUP CO (J) CASH	(J) CASH	163	PFGC	05/16/02	37,7100	37,1900	5,769.63	5,690.07	(80)		
CASH	PFGC	66	PFGC	07/02/02	32,9628	37,1900	1,846.36	2,082.64	237		
TOTAL PERFORMANCE FOOD GROUP CO	Avg Cost	209	PFGC		36,4353	37,1900	7,614.99	7,772.71	158		2.97
PLANAR SYSTEMS INC	(Q) CASH	283	PLNR	05/16/02	23,9900	18,3700	6,789.17	6,198.71	(1,590)		1.89
14M TELESERVICES INC	(P) CASH	662	RMHT	05/16/02	12,0000	10,0300	6,964.00	6,837.46	(1,147)		2.23
ROGERS CORP	(C) CASH	95	ROG	10/24/02	26,0664	24,9800	2,476.31	2,373.10	(103)		0.90
***SBS BROADCASTING SA	(M) CASH	403	SBTY	06/16/02	22,8873	16,0000	9,223.68	6,046.00	(3,179)		2.31
SCHOOL SPECIALTY INC	(P) CASH	267	SCSH	05/16/02	27,7600	24,1800	7,131.75	6,214.26	(917)		2.37
SEACHANGE INTERNATIONAL IN (Q) CASH	(Q) CASH	203	SEAC	06/16/02	13,6600	6,7800	2,760.66	1,173.34	(1,577)		
CASH	SEAC	38	SEAC	05/21/02	12,1682	6,7800	462.43	219.64	(243)		
CASH	SEAC	42	SEAC	05/22/02	11,9965	6,7800	503.85	242.76	(261)		
CASH	SEAC	13	SEAC	05/24/02	12,2200	6,7800	158.88	76.14	(84)		
CASH	SEAC	29	SEAC	08/27/02	7,2626	6,7800	210.32	167.62	(43)		
CASH	SEAC	19	SEAC	08/28/02	6,9760	6,7800	132.53	109.82	(23)		
CASH	SEAC	160	SEAC	09/04/02	6,6778	6,7800	886.64	867.00	(120)		
TOTAL SEACHANGE INTERNATIONAL INC	Avg Cost	494	SEAC		10,6370	6,7800	5,205.28	2,866.32	(2,360)		1.09
SOUTHWEST BANCORPORATION O (I) CASH	(I) CASH	130	SWBT	07/23/02	31,8447	28,2500	4,139.81	3,672.50	(467)		1.40
SPECTRALINK CORP	(M) CASH	429	SLNK	06/16/02	10,6461	8,1000	4,667.18	3,474.90	(1,092)		1.33

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LEO GOODWIN FOUNDATION INC
HELEN FURIA TTEE
WESTCAP IAS MANAG A/C

Page 6 OF 8 Account Number 027-05791 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
STERICYCLE INC	(N) CASH	100	SRCL	05/15/02	38.4195	33.30000	3,641.95	3,330.00	(312)			
	CASH	22	SRCL	08/28/02	30.6833	33.30000	672.83	732.60	60			
	CASH	28	SRCL	08/27/02	31.0000	33.30000	868.00	932.40	64			
TOTAL STERICYCLE INC		150	SRCL	Avg Cost	34.6518	33.30000	5,182.78	4,995.00	(188)			1.91
VALLEVISION MEDIA INC CL A	(F) CASH	901	VVTV	05/15/02	20.4990	13.22000	18,469.60	11,911.22	(6,558)			4.56
WOODHEAD INDUSTRIES INC	(F) CASH	338	WHD	05/15/02	18.2000	10.30000	6,151.60	3,481.40	(2,670)	3.495	122	1.33
ZOLL MEDICAL CORP	(L) CASH	160	ZOLL	05/15/02	39.5000	32.45000	5,925.00	4,867.50	(1,058)			1.66
ZORAN CORP	(Q) CASH	239	ZRAN	05/15/02	26.7353	14.99000	8,389.74	3,582.61	(2,807)			1.37
99 CENTS ONLY STORES	(P) CASH	39	NDN	08/09/02	22.3045	27.05000	869.88	1,054.95	185			
	CASH	23	NDN	08/12/02	21.8744	27.05000	503.11	622.15	119			
	CASH	63	NDN	08/13/02	21.9969	27.05000	1,165.84	1,433.65	268			
	CASH	52	NDN	08/27/02	24.2580	27.05000	1,261.42	1,406.60	145			
TOTAL 99 CENTS ONLY STORES		167	NDN	Avg Cost	22.7559	27.05000	3,800.25	4,517.35	717			1.72
SUB-TOTAL COMMON STOCK.....							330,178.83	260,424.81	(69,754)		303	89.48
SUB-TOTAL EQUITIES.....							330,178.83	260,424.81	(69,754)		303	89.48

APPENDIX R6

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LEO GOODWIN FOUNDATION INC
HELEN FURIA TTEE
DELAWARE IAS MANAG A/C

Page 2 OF 7 Account Number 027-05792 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Portfolio Holdings

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Equities

Common Stock

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
***ALCATEL - SPONSORED ADR (R) CASH		406	ALA	05/16/02	12.6200	4.89000	5,123.72	1,886.34	(3,138)			
CASH		1,003	ALA	08/01/02	5.1118	4.89000	5,127.14	4,904.67	(222)			
TOTAL ***ALCATEL - SPONSORED ADR		1,409	ALA	Avg Cost	7.2752	4.89000	10,250.86	6,890.01	(3,361)	2.474	170	1.19
***AMCOR LTD-ADR NEW (F) CASH		938	AMCR	05/16/02	19.3180	18.33900	18,121.22	17,201.98	(919)	3.026	521	2.97
***BANCO SANTANDER CENTRAL (I) CASH		600	STD	05/16/02	9.1700	5.93000	5,602.00	3,558.00	(1,944)			
HISPANO S A-ADR CASH		1,946	STD	05/16/02	9.1600	5.93000	17,805.90	11,539.78	(6,266)			
TOTAL ***BANCO SANTANDER CENTRAL		2,546	STD	Avg Cost	9.1647	5.93000	23,307.90	15,097.78	(8,210)	3.743	566	2.81
***BAYER AG-SPONSORED ADR (C) CASH		509	BAY	05/16/02	33.1800	18.76000	16,888.62	9,548.84	(7,340)			
CASH		80	BAY	08/01/02	24.6550	18.76000	1,972.40	1,600.80	(472)			
TOTAL ***BAYER AG-SPONSORED ADR		589	BAY	Avg Cost	32.0221	18.76000	18,861.02	11,049.64	(7,811)	3.405	376	1.91
***BAYERISCHE HYPO-UND (U) CASH		390	HVMGY	05/16/02	36.6000	13.22100	14,236.00	5,168.19	(9,079)			
VEREINSBANK AG ADS CASH		233	HVMGY	08/01/02	21.3000	13.22100	4,962.90	3,080.49	(1,882)			
TOTAL ***BAYERISCHE HYPO-UND		623	HVMGY	Avg Cost	30.8162	13.22100	19,197.90	8,238.68	(10,961)	4.659	384	1.42
***BG PLC ADR FINAL (G) CASH		810	BRG	05/16/02	22.7500	20.50000	18,427.50	16,605.00	(1,823)	1.117	185	2.87
INSTALLMENT NEW REPSTG 5 ORD SFS												
***BOOTS CO PLC-ADR (L) CASH		1,260	BTXSY	05/16/02	21.5500	18.61800	27,153.00	23,468.68	(3,694)	4.237	994	4.06
TISH AIRWAYS PLC-ADR (S) CASH PAID		393	BAB	05/16/02	34.2000	20.65000	13,440.60	8,115.45	(5,325)			1.40



APPENDIX R7

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LEO GOODWIN FOUNDATION INC
HELEN FURIA TREE
DELAWARE IAS MANAG A/C

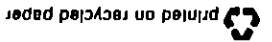
Page 3 OF 7
Account Number 027-05792
Account Executive NIK BIELAJAC - 714
Period Ending 10/31/02

CLIENT ACCOUNT STATEMENT

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio Yield	Income Percent
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***CABLE & WIRELESS PLC (R) CASH SPONSORED ADR	CMP	569		05/16/02	9 0700	6 96000	5,160.83	3,954.55	(1,206)	3.251	129	0.66
***CANYON INC-ADR NEW (F) CASH RE 5 SHS	CAJ	100		05/16/02	40 0900	38 76000	4,009 00	3,676 00	(333)			
TOTAL ***CANYON INC-ADR NEW		100			40,0276	38,76000	38,665.32	33,672.16	(2,993)	0.492	166	5.83
***CONTINENTAL AG (S) CASH SPONSORED ADR	CTAY	261		05/16/02	17,2600	14,16100	4,602.26	3,696 02	(806)			0.64
***CSR LTD-SPONSORED ADR (E) CASH SPONSORED ADR	CSRLY	667		10/21/02	12 2643	12 21000	8,180 29	8,144 07	(36)	4.228	344	1.41
***EISAI CO LTD-SPONSORED (L) CASH	ESALY	864		05/16/02	26 8500	21 59100	23,198 40	18,654 62	(4,544)	1.037	194	3.23
***ENDESA SA-SPONSORED ADR (T) CASH REPTG 1 SH	ELE	508		05/18/02	16 4000	10 26000	7,792 40	5,191 66	(2,601)	6.628	267	0.89
***POSTERS GROUP LTD (N) CASH SPONSORED ADR NEW	FRWY	8,472		05/16/02	2,7600	2,63600	23,298 00	22,332.19	(966)	2.883	644	3.86
***GLAXOSMITHKLINE PLC (L) CASH SPONSORED ADR (FRM GLAXO WELL)	GSK	616		05/16/02	47 6400	37 69000	24,534 60	19,410 35	(5,124)			
TOTAL ***GLAXOSMITHKLINE PLC		654			47 0036	37,69000	26,040.00	20,880.26	(5,160)	3.076	642	3.61
***HITACHI LTD-ADR NEW (Q) CASH	HIT	227		05/16/02	72 7800	39 60000	16,516 52	8,966 60	(7,550)			
TOTAL ***HITACHI LTD-ADR NEW		302			68,8088	39,60000	20,760 27	11,929 00	(8,831)	0.629	63	2.06
***KONG ELECTRIC HOLDI (T) CASH SPONSORED ADR	HONGY	4,176		05/16/02	3,8500	4,06500	16,073.76	16,971.38	898	4.676	777	2.93
***ING GROEP NV-SPONSORED (I) CASH	ING	626		05/16/02	25 7900	16 67000	16,144 64	10,372 62	(5,772)			
TOTAL ***ING GROEP NV-SPONSORED ADR		722			25,1043	16,67000	18,126.36	11,963.64	(6,162)	4.116	492	2.07
***ARLINE MATHESON HLDOS (P) CASH SPONSORED ADR REP ORD US\$.26 (BERMUDA REGD)	JARLY	2,199		05/16/02	6,1600	6 06000	13,623.85	13,303.96	(220)	3.884	617	2.30
***LLOYDS TSB GROUP PLC (I) CASH SPONSORED ADR	LYG	609		05/16/02	46 6600	34,70000	23,164.95	17,662.30	(5,523)			
TOTAL ***LLOYDS TSB GROUP PLC		628			45,3013	34,70000	23,919 11	18,321 60	(5,598)	5.668	1073	3.17



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OPCPA8Z
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APPENDIX R7

Cash...
is the by providing...
to the firm and not to individuals. Address changes or other material changes on your account should be...
to the office serving your account. We recommend that you retain this statement to assist you in tax reporting.

LEO GOODWIN FOUNDATION INC
HELEN FURIA TTEE
DELAWARE IAS MANAG A/C

Page 4 OF 7 Account Number 027-05792 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual Portfolio		
										Yield	Income	Percent
***NATSUSHITA ELECTRIC INDUSTRIAL CO LTD-ADR	(H) CASH	1,261	MC	05/16/02	13.5300	10.45000	17,061.33	13,177.46	(3,884)	0.679	90	2.28
***NATIONAL AUSTRALIA BANK SPONSORED ADR	(I) CASH	272	NAB	05/16/02	97.3000	94.62000	26,465.60	25,736.64	(729)	3.966	1021	4.45
** CO SPONSORED ADR	(C) CASH	470	PKX	05/16/02	26.3300	23.13000	12,375.10	10,871.10	(1,504)	1.733	188	1.88
***REED ELSEVIER N V SPONSORED ADR	(M) CASH	833	EHL	05/16/02	27.9000	25.10000	23,240.70	20,908.30	(2,332)	1.872	392	3.62
***RIO TINTO PLC SPONSORED ADR	(C) CASH	166	RTP	05/16/02	80.6000	72.81000	13,363.00	12,086.46	(1,277)	3.763	455	2.09
***ROYAL DUTCH PETROLEUM C NY REGISTRY (DG 1.25 PAR)	(G) CASH	307	RD	05/16/02	55.7700	42.78000	17,121.39	13,133.48	(3,988)			
	CASH	153	RD	07/23/02	41.5400	42.78000	6,356.62	6,546.34	190			
TOTAL ***ROYAL DUTCH PETROLEUM CO		460	RD	Avg Cost	51.0369	42.78000	23,477.01	19,679.80	(3,798)	3.139	618	3.40
***RME AG-SPONSORED ADR REPSTG ORD DM 50 PAR	(G) CASH	529	RME0Y	05/16/02	38.2500	31.29400	20,234.25	16,554.53	(3,680)	2.303	381	2.88
***SASOL LTD-SPONSORED ADR	(C) CASH	1,260	SASOY	05/16/02	11.7890	11.05000	14,864.14	13,923.00	(931)	3.457	481	2.41
***SIX CONTINENTS PLC SPONSORED ADR	(J) CASH	2,462	SXC	05/16/02	11.7500	8.38000	28,928.60	20,631.56	(8,297)	6.062	1251	3.57
***SOCIETE GENERALE SPONSORED ADR	(I) CASH	2,056	SCGLY	05/16/02	14.0000	10.13100	28,784.00	20,829.34	(7,955)	3.148	656	3.60
***TELECOM CORP OF NEW ZEA LTD SPONSORED ADR REPSTG 8 ORD CASH SH	(R) CASH	227	NZT	05/16/02	18.4300	19.70000	4,183.61	4,471.90	288			
	CASH	600	NZT	05/16/02	18.4500	19.70000	11,070.00	11,820.00	750			
TOTAL ***TELECOM CORP OF NEW ZEALAN		827	NZT	Avg Cost	18.4446	19.70000	15,253.61	16,291.90	1,038	3.137	511	2.82
***TELEFONICA SA SPONSORED ADR REPSTG 3 ORD SHS	(R) CASH	587	TEF	05/16/02	32.0000	28.25000	18,784.00	16,582.75	(2,201)			2.87
***TELSTRA CORPORATION LIM DEP SHS REPSTG 20 ORD SHS FINAL INSTALMENT	(R) CASH	708	TLS	06/04/02	13.6789	13.24000	9,684.66	9,373.92	(311)	4.546	426	1.62
***TOTAL FINA ELF S A. 1 ADR = 1 B SHS	(G) CASH	292	TOT	05/16/02	77.2900	68.02000	22,568.68	19,861.84	(2,707)	2.168	431	3.44



APPENDIX R7

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LEO GOODWIN FOUNDATION INC
HELEN FURIA TTEE
DELAWARE IAS MANAG A/C

Page 5 OF 7 Account Number 027-03792 Account Executive NIK BJELAJAC - 714 Period Ending 10/31/02

Common Stock (continued)

Description	Account Type	Quantity	Symbol	Open Date	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	Estimated Annual		Portfolio Percent
										Yield	Income	
***UPM KYMENE CORP SPONSORED ADR	(C) CASH	571	UPM	05/16/02	38.5600	32.69000	22,017.76	18,665.99	(3,352)	3.432	641	3.23
SUB-TOTAL COMMON STOCK.....							673,112.17	550,843.70	(122,269)		16065	95.25
AB-TOTAL EQUITIES.....							673,112.17	550,843.70	(122,269)		16065	95.25

APPENDIX R7

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Securities Investor Protection Corp), protection is provided up to \$500,000, of which as much as \$100,000 can be in cash. This statement shall be conclusive if not objected to in writing within ten days. Please direct to the office serving your account. We recommend that you retain this statement to assist you in tax reporting. * firm does all activities OPCPA82
 OPCO0413D

Statement for
THE LEO GOODWIN FOUNDATION
ST BOND & MONEY FUND A/C
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK02 3616-8148

Statement period: October 1 - October 31, 2002

Portfolio Assets

This section includes estimated or unrealized gains or losses for your information only and should not be used for tax purposes. If acquisition information is not available, the gain/loss information may not be displayed and section and summary totals may not reflect your complete portfolio. Cost basis information provided by the account owner is not verified by First Clearing Corporation and should not be relied upon for legal or tax purposes. Bonds purchased at a premium or OID (Original Issue Discount) will be carried at the original cost basis. Factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost data for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average. To update your cost information or provide omitted cost information, contact your Financial Advisor. Estimated Annual Income, when available, reflects the estimated amount you would earn on a security if your current position and its related income remained constant for a year. Estimated Annual Yield, when available, reflects the current estimated annual income divided by the current value of the security as of the statement closing date. The information used to derive these estimates is obtained from various outside vendors, FCC is not responsible for incorrect or missing estimated annual income and yields.

Curious how your securities are performing? The "Unrealized gain/loss" column tells you how much each stock has increased or decreased in value since you bought it (based on cost data supplied by you or by outside services, which may not be complete). Revisions to this information (because of corporate mergers, tenders and other reorganizations, for example) may be necessary from time to time. To update your cost information or provide omitted costs, contact Your Financial Advisor.

Bonds

Government bonds

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield
FEDL HOME LOAN BANK NON CALLABLE BONDS CPN 4.625% DUE 04/15/05 DTD 03/28/02 FC 10/15/02 Moody AAA Acquired 05/21/02	100,000	101.87	\$101,875.50	105.9380	\$105,938.00	\$4,062.50	\$206.00	\$4,625.00	4.36
Total Government bonds			\$101,875.50		\$105,938.00	\$4,062.50	\$206.00	\$4,625.00	4.37

APPENDIX S1



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
ST BOND & MONEY FUND A/C
800 CORPORATE DRIVE
 Page 3 of 6

Sub / Rep Account No
 021 / MK02 3616-8148

Statement period October 1 - October 31, 2002

Bonds

Corporate bonds

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
NORWEST FINANCIAL INC SR NOTES NON CALL LIFE CPN 5.375% DUE 09/30/03 DTD 09/30/98 FC 03/30/99 Moody AA2, S&P NR Acquired 05/21/02	100,000	103.30	\$103,305.00	103.1030	\$103,103.00	\$202.00	\$448.00	\$5,375.00	5.21
ASSOCIATES CORP NOTES NON CALL LIFE CPN 5.750% DUE 10/15/03 DTD 10/21/93 FC 04/15/94 Moody AA1 S&P AA Acquired 05/21/02	100,000	103.71	\$103,721.00	103.9320	\$103,932.00	\$211.00	\$256.00	\$5,750.00	5.53
DISCOVER BANK CD GREENWOOD DE ACT/365 FDIC INSURED TO 100M CPN 3.750% DUE 06/01/04 DTD 05/29/02 FC 11/29/02 Acquired 05/21/02	95,000	100.00	\$95,000.00	100.6160	\$95,585.20	\$585.20	\$1,513.35	\$3,562.50	3.72
WAL MART STORES BONDS NON CALL LIFE CPN 6.550% DUE 08/10/04 DTD 08/10/99 FC 02/10/00 Moody AA2 S&P AA Acquired 05/21/02	100,000	106.20	\$106,205.00	107.7870	\$107,787.00	\$1,582.00	\$1,474.00	\$6,550.00	6.07
BOSTON FED SVGS BK CD BURLINGTON MA ACT/365 FDIC INSURED UP TO 100M CPN 3.850% DUE 11/29/04 DTD 05/29/02 FC 05/31/02 Acquired 05/21/02	95,000	100.00	\$95,000.00	100.6380	\$95,606.10	\$606.10		\$3,657.50	3.82
AMERICAN EXPRESS CRD CRP NOTES SEMI ANNUAL PAY CPN 4.250% DUE 02/07/05 DTD 02/07/02 FC 08/07/02 Moody AA3 S&P A+ Acquired 05/21/02	100,000	100.87	\$100,880.00	103.8420	\$103,842.00	\$2,962.00	\$992.00	\$4,250.00	4.09

APPENDIX S

Statement for
THE LEO GOODWIN FOUNDATION
ST BOND & MONEY FUND A/C
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK02 3616-8148

Statement period October 1 - October 31, 2002

Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann Income	Est ann yield (%)
PROCTER & GAMBLE NOTES CPN 4 000% DUE 04/30/05 DTD 02/28/02 FC 10/30/02 Moody AA3 , S&P AA- Acquired 05/21/02	100,000	100 50	\$100,505 00	103 9160	\$103,916 00	\$3,411 00		\$4,000 00	3 84
TENN VALLEY AUTH DEBENTURE NON CALL LIFE CPN 6 375% DUE 06/15/05 DTD 06/20/95 FC 12/15/95 Moody AAA S&P AAA Acquired 05/21/02	100,000	107 00	\$107,005 00	110 1220	\$110,122 00	\$3,117 00	\$2,408 00	\$6,375 00	5 78
MANUFACTURERS & TRADERS DEPOSIT NOTE STEP UP CALLABLE FDIC INSURED CPN 3 750% DUE 12/10/05 DTD 06/10/02 FC 12/10/02 CALL 06/10/03 @ 100 000 Acquired 05/21/02	70,000	100 00	\$70,000 00	100 0000	\$70,000 00		\$1,028 30	\$2,625 00	3 75
MORGAN STANLEY DEAN WIT GLOBAL NOTES CPN 6 100% DUE 04/15/06 DTD 04/23/01 FC 10/15/01 Moody AA3 S&P A+ Acquired 05/21/02	100,000	103 90	\$103,905 00	107 3710	\$107,371 00	\$3,466 00	\$271 00	\$6,100 00	
SBC COMMUNICATIONS NOTES CPN 5 750% DUE 05/02/06 DTD 04/30/01 FC 11/02/01 Moody AA3 S&P AA Acquired 05/21/02	100,000	103 25	\$103,255 00	107 0530	\$107,053 00	\$3,798 00	\$2,859 00	\$5,750 00	5 37
CAPITAL ONE FSB CD FALLS CHURCH VA ACT/365 FDIC INSURED TO 100M CPN 4 650% DUE 05/30/06 DTD 05/29/02 FC 11/29/02 Acquired 05/21/02	95 000	100 00	\$95,000 00	101 4840	\$96,409 80	\$1,409 80	\$1,876 25	\$4,417 50	4 58



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
ST BOND & MONEY FUND A/C
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK02 3616-8148

Statement period October 1 - October 31, 2002

Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
MCDONALD S CORP NOTES SERIES G CPN 5.375% DUE 04/30/07 DTD 04/09/02 FC 10/30/02 Moody AA3, S&P A+ Acquired 05/21/02	100,000	102.35	\$102,355.00	107.8930	\$107,893.00	\$5,538.00		\$5,375.00	4.98
KRAFT FOODS INC GLOBAL NOTES CPN 5.250% DUE 06/01/07 DTD 05/20/02 FC 12/01/02 Moody A2, S&P A Acquired 05/21/02	100,000	100.90	\$100,905.00	107.5510	\$107,551.00	\$6,646.00	\$2,348.00	\$5,250.00	4.88
Total Corporate bonds			\$1,387,041.00		\$1,420,171.10	\$33,130.10	\$15,473.90	\$69,037.50	4.86
Total Bonds			\$1,488,916.50		\$1,526,109.10	\$37,192.60	\$15,679.90	\$73,662.50	4.83

Statement for
THE LEO GOODWIN FOUNDATION
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK02 3616-8136

Statement period October 1 - October 31, 2002

Portfolio Assets

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Bonds

Government bonds

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
FEDERAL HOME LN BANK BONDS CALLABLE CPN 6.000% DUE 04/11/11 DTD 04/11/01 FC 10/11/01 CALL 04/11/03 @ 100.000 Acquired 05/07/02	100,000	100.65	\$100,655.52	101.5940	\$101,594.00	\$938.48	\$333.00	\$6,000.00	5.90
FEDL HOME LOAN MTG CORP BONDS CALLABLE CPN 5.750% DUE 11/01/11 DTD 11/01/01 FC 05/01/02 CALL 11/01/02 @ 100.000 Moody AAA Issued 07/03/02	100,000	100.00	\$100,005.00	101.5590	\$101,559.00	\$1,554.00	\$2,875.00	\$5,750.00	5.66

APPENDIX S2



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK02 3616-8136

Statement period October 1 - October 31, 2002

Bonds

Government bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
FEDERAL HOME LOAN BANK BONDS CALLABLE CPN 6.000% DUE 06/13/12 DTD 06/13/02 FC 12/13/02 CALL 06/13/05 @ 100.000 Acquired 06/05/02	100,000	100.75	\$100,750.00	106.6560	\$106,656.00	\$5,906.00	\$2,300.00	\$6,000.00	5.62
TENN VALLEY AUTH ELECTRONOTES CALLABLE/SEMI ANNUAL PAY CPN 6.000% DUE 05/15/17 DTD 05/31/02 FC 11/15/02 CALL 05/15/05 @ 100.000 Moody AAA, S&P AAA Acquired 05/23/02	100,000	100.00	\$100,000.00	101.8980	\$101,898.00	\$1,898.00	\$2,500.00	\$6,000.00	5.88
FEDL HOME LOAN MTGE CORP FREDDIE NOTES CALLABLE CPN 6.000% DUE 06/15/17 DTD 06/13/02 FC 07/15/02 CALL 06/15/05 @ 100.000 Moody AAA Acquired 06/04/02	100,000	100.00	\$100,000.00	103.3400	\$103,340.00	\$3,340.00	\$267.00	\$6,000.00	5.80
Total Government bonds			\$501,410.52		\$515,047.00	\$13,636.48	\$8,275.00	\$28,750.00	5.78

Corporate bonds

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
GENERAL ELECTRIC CAP CORP NOTES SEMI ANNUAL PAY CPN 5.000% DUE 06/15/07 DTD 06/07/02 FC 12/15/02 Moody AAA S&P AAA Acquired 06/27/02	100,000	100.87	\$101,080.00	104.6940	\$104,694.00	\$3,614.00	\$2,000.00	\$5,000.00	4.77

APPENDIX S2

Statement for
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800 CORPORATE DRIVE

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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
ANHEUSER BUSCH COS INC NOTES CPN 5 125% DUE 10/01/08 DTD 10/06/98 FC 04/01/99 Moody A1 , S&P A+ Acquired 05/07/02	100,000	99 10	\$99,105 00	107 2460	\$107,246 00	\$8,141 00	\$427 00	\$5,125 00	4 77
COCA COLA ENTERPRISE NOTES NON CALL LIFE CPN 5 750% DUE 11/01/08 DTD 11/02/98 FC 05/01/99 Moody A2 , S&P A Acquired 05/23/02	100,000	100 87	\$101,480 00	108 7330	\$108,733 00	\$7,253 00	\$2,875 00	\$5,750 00	5 28
UNITED PARCEL SERVICE UPS NOTES SEMI ANNUAL PAY CPN 5 000% DUE 11/15/08 DTD 05/31/02 FC 11/15/02 CALL 05/15/03 @ 100 000 Moody AAA , S&P AAA Acquired 05/23/02	100,000	100 00	\$100,000 00	101 4210	\$101,421 00	\$1,421 00	\$2,083 00	\$5,000 00	4 92
MORGAN J P & CO MEDIUM TERM NOTE NON CALL LIFE CPN 6 000% DUE 01/15/09 DTD 01/25/99 FC 07/15/99 Moody A2 , S&P A Acquired 06/27/02	100,000	101 25	\$101,955 00	103 4820	\$103,482 00	\$1,527 00	\$1,767 00	\$6,000 00	5 79
CATERPILLAR FINAN SVCS POWERNOTES MONTHLY PAY CPN 5 600% DUE 05/15/09 DTD 05/29/02 FC 06/15/02 Moody A2 , S&P A+ Acquired 05/23/02	100,000	100 00	\$100,000 00	108 1280	\$108,128 00	\$8,128 00	\$249 00	\$5,600 00	5 17



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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
BANK HAPOALIM NY DEPOSIT NOTE STEP UP CALLABLE / FDIC INSURED CPN 5.000% DUE 11/17/09 DTD 05/17/02 FC 11/17/02 CALL 05/17/03 @ 100.000 Acquired 05/07/02	95,000	100.00	\$95,000.00	101.1830	\$96,123.85	\$1,123.85	\$2,173.60	\$4,750.00	4.94
MELLON FINANCIAL CO SUB NOTES NON CALL LIFE CPN 6.375% DUE 02/15/10 DTD 02/12/98 FC 08/15/98 Moody A2 S&P A Acquired 06/27/02	100,000	104.87	\$105,680.00	109.1460	\$109,146.00	\$3,466.00	\$2,692.00	\$12,750.00	5.84
Acquired 07/03/02	100,000	105.37	\$105,380.00		\$109,146.00	\$3,766.00			
Total	200,000		\$211,060.00	109.1460	\$218,292.00	\$7,232.00	\$2,692.00	\$12,750.00	5.84
GTE NORTHWEST DEBENTURE SERIES C NON CALLABLE CPN 6.300% DUE 06/01/10 DTD 06/01/98 FC 12/01/98 Moody AA3, S&P NR Acquired 05/07/02	100,000	100.30	\$100,305.00	103.0010	\$103,001.00	\$2,696.00	\$2,625.00	\$6,300.00	6.11
BRISTOL MYERS SQUIBB NOTES CPN 5.750% DUE 10/01/11 DTD 09/28/01 FC 04/01/02 Moody AA2 S&P AA Acquired 05/23/02	100,000	99.00	\$99,805.00	106.3670	\$106,367.00	\$6,562.00	\$479.00	\$5,750.00	5.40
CRED SUISSE FB USA INC NOTES CPN 6.125% DUE 11/15/11 DTD 11/06/01 FC 05/15/02 Moody AA3, S&P AA Acquired 06/27/02	100,000	100.50	\$100,505.00	101.4850	\$101,485.00	\$980.00	\$2,824.00	\$6,125.00	6.03
GENERAL ELEC CAP CORP GLOBAL NOTES CPN 5.875% DUE 02/15/12 DTD 02/15/02 FC 08/15/02 Moody AAA, S&P AAA Acquired 05/07/02	100,000	99.75	\$99,755.00	105.2190	\$105,219.00	\$5,464.00	\$1,240.00	\$5,875.00	5.58

Statement for
THE LEO GOODWIN FOUNDATION
800 CORPORATE DRIVE

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Statement period. October 1 - October 31, 2002

Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
BOEING CAPITAL INTERNOTES SEMI ANNUAL PAY CPN 6 000% DUE 05/15/12 DTD 05/31/02 FC 11/15/02 Moody A3 S&P A+ Acquired 05/23/02	100,000	100 00	\$100,000 00	98 8580	\$98,858 00	- \$1,142 00	\$2,500 00	\$6,000 00	6 06
HOUSEHOLD FINANCE CORP INTERNOTES CALLABLE SEMI ANNUAL PAY CPN 6 750% DUE 07/15/12 DTD 07/11/02 FC 01/15/03 CALL 07/15/04 @ 100 000 Moody A2 , S&P A Acquired 07/03/02	100,000	100 00	\$100,005 00	97 0520	\$97,052 00	- \$2,953 00	\$2,063 00	\$6,750 00	6 95
BANK OF AMERICA CORP INTERNOTES SEMI ANNUAL PAY CPN 6 400% DUE 05/15/17 DTD 05/31/02 FC 11/15/02 CALL 05/15/05 @ 100 000 Moody AA3 , S&P A Acquired 05/23/02	100,000	100 00	\$100,000 00	104 5730	\$104,573 00	\$4,573 00	\$2,667 00	\$6,400 00	6 12
Total Corporate bonds			\$1,610,055 00		\$1,664,674 85	\$54,819 85	\$28,864 60	\$93,175 00	5 60
Total Bonds			\$2,111,465 52		\$2,179,721 85	\$68,256 33	\$36,939 60	\$122,925 00	



THE LEO GOODWIN FOUNDATION
MGR: CALAMOS
800 CORPORATE DRIVE

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Portfolio Assets

This section includes estimated or unrealized gains or losses for your information only and should not be used for tax purposes. If acquisition information is not available, the gain/loss information may not be displayed and section and summary totals may not reflect your complete portfolio. Cost basis information provided by the account owner is not verified by First Clearing Corporation and should not be relied upon for legal or tax purposes. Bonds purchased at a premium or O I D (Original Issue Discount) will be carried at the original cost basis. Factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost data for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average. To update your cost information or provide omitted cost information, contact your Financial Advisor. Estimated Annual Income, when available, reflects the estimated amount you would earn on a security if your current position and its related income remained constant for a year. Estimated Annual Yield, when available, reflects the current estimated annual income divided by the current value of the security as of the statement closing date. The information used to derive these estimates is obtained from various outside vendors, FCC is not responsible for incorrect or missing estimated annual income and yields.

Curious how your securities are performing? The "Unrealized gain/loss" column tells you how much each stock has increased or decreased in value since you bought it (based on cost data supplied by you or by outside services, which may not be complete). Revisions to this information (because of corporate mergers, tenders and other reorganizations, for example) may be necessary from time to time. To update your cost information or provide omitted costs, contact Your Financial Advisor.

Stocks and options

Stocks

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
NATIONAL AUSTRALIA BK LTDCAP UNIT EXCHANGABLE Acquired 05/16/02	NAU	275	\$34.60	\$9,515.00	\$32.7500	\$9,006.25	-\$508.75	\$541.47	6.01
PRUDENTIAL FINL INC Acquired 05/13/02 Acquired 10/03/02	PFA	145 55	\$57.43 \$52.03	\$8,327.35 \$2,861.65	\$51.5000	\$7,467.50 \$2,832.50	-\$859.85 -\$29.15	\$675.00	6.55
Total		200		\$11,189.00	\$51.5000	\$10,300.00	-\$889.00	\$675.00	6.55
Total Stocks				\$20,704.00		\$19,308.25	-\$1,397.75	\$1,216.47	6.30
Total Stocks and options				\$20,704.00		\$19,308.25	-\$1,397.75	\$1,216.47	6.30



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Sub / Rep Account No
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Preferred stocks

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
DEAN FOODS CO 6 5% PFD DUE 4/01/28 CALL 4/2/01 FORMERLY SUIZA CAP TR II Acquired 09/18/02	SZCPP	135	\$54 11	\$7,305 40	\$53 2500	\$7,188 75	- \$116 65	\$371 25	16
ELECTRONIC DATA SYSTEM CONV PFD 7 625% Acquired 05/09/02 Acquired 07/12/02	EDS1	330 100	\$48 01 \$36 13	\$15,845 28 \$3,613 00	\$18 4500	\$6,088 50 \$1,845 00	- \$9,756 78 - \$1,768 00	\$1,639 59	20 66
Total		430		\$19,458 28	\$18 4500	\$7,933 50	- \$11,524 78	\$1,639 59	20 67
EQUITY OFFICE PPTY 6 25% CONV PFD DUE 2/15/08 CALLABLE 02/15/03 Acquired 05/17/02	EOPB	185	\$45 40	\$8,399 00	\$42 4000	\$7,844 00	- \$555 00	\$485 62	6 19
FORD CAP TR II 6 50% CONVERTIBLE DUE 1/15/32 CALLABLE 1/15/07 Acquired 05/13/02 Acquired 07/25/02 Acquired 09/09/02	F'S	210 80 60	\$57 01 \$48 81 \$42 24	\$11,972 73 \$3,904 80 \$2,534 82	\$36 7000	\$7,707 00 \$2,936 00 \$2,202 00	- \$4,265 73 - \$968 80 - \$332 82	\$1,137 50	8 85
Total		350		\$18,412 35	\$36 7000	\$12,845 00	- \$5,567 35	\$1,137 50	8 86
GENERAL MOTORS CORP CONVERTIBLE CALLABLE/PUTABLE SER A Acquired 05/20/02	GXM	560	\$28 43	\$15,920 80	\$22 8500	\$12,796 00	- \$3,124 80	\$630 00	4 92
INTL PAPER CAP TR 6 25% CONV PFD DUE 7/20/26 CALLABLE Acquired 05/16/02	INPAO	165	\$48 50	\$8,002 50	\$45 7500	\$7,548 75	- \$453 75	\$433 12	5 73
MOTOROLA INC 7% PFD CONVERTIBLE DUE 11/18/04 Acquired 05/21/02 Acquired 08/09/02	MEU	240 50	\$50 73 \$40 52	\$12,176 33 \$2,026 13	\$33 5000	\$8,040 00 \$1,675 00	- \$4,136 33 - \$351 13	\$1,015 00	10 44
Total		290		\$14,202 46	\$33 5000	\$9,715 00	- \$4,487 46	\$1,015 00	10 45
NORTHROP GRUMMAN CORP 7 25% CONVERTIBLE PFD Acquired 05/14/02	NOC E	65	\$131 90	\$8,573 50	\$111 2900	\$7,233 85	- \$1,339 65	\$471 25	6 51
RAYTHEON CO 8 25% EQTY SEC UNITS Acquired 05/20/02	RTN	125	\$69 42	\$8,677 50	\$52 6900	\$6,586 25	- \$2,091 25	\$515 62	7 82

Statement for
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Preferred stocks

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann Income	Est ann yield (%)
TRAVELERS PPTY 4 50% PFD PUBLIC CONV/CALL Acquired 05/14/02 Acquired 10/04/02	TPK	300 200	\$25 67 \$21 63	\$7,701 00 \$4,326 00	\$21 2500	\$6,375 00 \$4,250 00	-\$1,326 00 -\$76 00	\$562 50	5 29
Total		500		\$12,027 00	\$21 2500	\$10,625 00	-\$1,402 00	\$562 50	
UNION PACIFIC CAP 8 25% TR CONV PFD DUE 4/01/28 CALLABLE 4/10/01 Acquired 05/17/02	UPCTP	160	\$50 56	\$8,090 00	\$50 7500	\$8,120 00	\$30 00	\$500 00	8 15
WASHINGTON MUT CAP 5 375% CONV PFD Acquired 05/10/02	WAHCU	305	\$53 31	\$16,259 55	\$52 3750	\$15,974 37	-\$285 18	\$819 84	5 13
Total Preferred stocks				\$145,328 34		\$114,410 47	-\$30,917 87	\$8,581.29	7.50

Bonds

Corporate bonds

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued Interest	Est ann Income	Est ann yield (%)
TIMES MIRROR CO NOTES EXTRAORDINARY CALL CPN 0 000% DUE 04/15/17 DTD 08/22/07 PUT 04/15/02 @ 49 452 Moody BAA1, S&P A- Acquired 07/15/02	12,000	59 44	\$7,133 70	69 5000	\$8,340 00	\$1,206 30		N/A	N/A
TELEFONOS MEXICO SA DEBENTURE NON CALL LIFE CPN 4 250% DUE 08/15/04 DTD 08/11/99 FC 12/15/99 Moody A3, S&P BBB- Acquired 05/15/02	6,000	131 80	\$7,908 00	115 6250	\$6,937 50	-\$970 50	\$98 36	\$255 00	3 67



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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued Interest	Est ann income	Est ann yield (%)
ROYAL CARIBBEAN CRUISE LINE UNSECD CONVERTIBLE ZERO COUPON LYONS SR NT CPN 0.000% DUE 02/02/21 DTD 02/02/01 PUT 02/02/05 @ 48.272 Moody BA2, S&P BB+ Acquired 10/01/02	14,000	34.82	\$4,875.02	36.1250	\$5,057.50	\$182.48		N/A	N/A
SYMANTEC CORP SUB NOTES CALLABLE/CONVERTIBLE CPN 3.000% DUE 11/01/06 DTD 10/24/01 FC 05/01/02 CALL 11/05/04 @ 100.700 S&P B Acquired 08/15/02	6,000	124.14	\$7,448.83	141.7500	\$8,505.00	\$1,056.17	\$90.00	\$180.00	2.11
FIRST DATA CORP CONV NOTES CPN 2.000% DUE 03/01/08 DTD 02/28/01 FC 09/01/01 CALL 03/01/04 @ 100.000 Moody A1, S&P A+ Acquired 05/20/02	10,000	114.83	\$11,483.00	113.3750	\$11,337.50	-\$145.50	\$33.30	\$200.00	1.76
J.C. PENNEY INC NOTE CPN 5.000% DUE 10/15/08 DTD 10/15/01 FC 04/15/02 Moody B1, S&P BB+ Acquired 10/17/02	8,000	88.89	\$7,111.92	94.6250	\$7,570.00	\$458.08	\$17.76	\$400.00	5.28
AMAZON COMM INC SR SUB DEBENTURES EXTRAORDINARY CALL CPN 4.750% DUE 02/01/09 DTD 02/03/99 FC 08/01/99 CALL 02/01/03 @ 102.850 Moody CAA2, S&P CCC+ Acquired 08/09/02	11,000	62.17	\$6,838.70	71.6250	\$7,878.75	\$1,040.05	\$130.68	\$522.50	6.63

APPENDIX S3

Description	# of bonds	Cost per bond	Current price	Current market value	Unrealized gain/loss	Accrued Interest	Carrying amount	Yield (%)
3AP INC SENIOR NOTES CONVERTIBLE CPN 6.750% DUE 03/15/08 DTD 03/06/02 FC 03/16/02 CALL 03/20/06 @ 102.450 Moody BAA3, S&P BB+	7,000	114.51	\$8,016.26	\$7,227.50	-\$788.76	\$51.45	\$402.50	5.56
NEXTEL COMMUNICATIONS SENIOR NOTES CONVERTIBLE/CALLABLE CPN 6.000% DUE 08/01/11 DTD 05/29/01 FC 12/01/01 CALL 06/04/04 @ 104.000 Moody B3, S&P B	8,000	57.48	\$4,598.75	\$6,630.00	\$2,031.25	\$325.00	\$780.00	7.23
Acquired 07/25/02 Acquired 08/14/02	6,000	57.77	\$2,888.56	\$4,143.75	\$1,255.19			
Total	13,000	\$7,487.31	\$2,875.00	\$10,773.75	\$3,286.44	\$326.00	\$780.00	7.24
CENDANT CORP DEBENTURES CONVERT/CALL CPN 3.875% DUE 11/27/11 DTD 11/27/01 FC 05/30/02 CALL 11/27/04 @ 100.000 Moody BAA1, S&P BBB	11,000	105.36	\$11,590.37	\$9,650.00	-\$10,615.00	-\$975.37	\$177.65	\$426.25
Acquired 05/14/02	7,000	85.36	\$5,975.20	\$4,500.00	\$5,915.00	-\$60.20	N/A	N/A
ALZA CORP SUB DEBENTURES CALLABLE CPN 0.000% DUE 07/28/20 DTD 07/28/00 CALL 07/28/03 @ 80.277 Moody AA1, S&P AAA Acquired 05/29/02	7,000	85.36	\$5,975.20	\$4,500.00	\$5,915.00	-\$60.20	N/A	N/A



Corporate bonds continued

Bonds

LOCKWOOD FINANCIAL SERVICES, INC.

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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
HEALTH MGMT ASSOC SUB DEBENTURE CONVERTIBLE CPN 0 250% DUE 08/16/20 DTD 08/16/00 FC 02/16/01 CALL 08/16/03 @ 83 588 Moody BAA3, S&P BBB+ Acquired 05/09/02	12,000	67 78	\$8,133 60	67 1250	\$8,055 00	- \$78 60	\$6 24	\$30 00	0 37
TYCO INTL LTD NOTES CONVERTIBLE CPN 0 000% DUE 11/17/20 DTD 12/18/00 CALL 11/17/07 @ 100 000 Moody BA3, S&P BBB Acquired 05/23/02	12,000	65 37	\$7,845 00	67 3750	\$8,085 00	\$240 00		N/A	N/A
JONES APPAREL GROUP CONV SENIOR NOTES CPN 0 000% DUE 02/01/21 DTD 05/08/01 CALL 02/01/04 @ 55 441 Moody BAA2, S&P BBB Acquired 06/28/02	14,000	55 13	\$7,718 86	53 6250	\$7,507 50	- \$211 36		N/A	N/A
SPX CORP SENIOR NOTES CONVERTIBLE CPN 0 000% DUE 02/06/21 DTD 05/10/01 CALL 02/06/06 @ 100 000 Moody BA3, S&P BB- Acquired 08/15/02	12,000	63 00	\$7,560 43	60 5000	\$7,260 00	- \$300 43		N/A	N/A
CARNIVAL CORP DEBENTURES CONVERTIBLE CPN 2 000% DUE 04/15/21 DTD 04/25/01 FC 10/15/01 CALL 04/15/08 @ 100 000 Moody A2, S&P A Acquired 05/16/02	11,000	107 88	\$11,867 80	104 2500	\$11,467 50	- \$400 30	\$9 79	\$220 00	1 91

APPENDIX S

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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann income	Est ann yield (%)
ROCHE HOLDINGS INC EURO DOLLAR NOTES CONVERTIBLE / CALLABLE CPN 0 000% DUE 07/25/21 DTD 07/26/01 Acquired 08/09/02	14,000	51 97	\$7,278 78	52 6680	\$7,373 52	\$96 74		N/A	N/A
MEDTRONIC INC COVERTIBLE BONDS CALLABLE CPN 1 250% DUE 09/16/21 DTD 09/11/01 FC 03/15/02 CALL 09/15/02 @ 100 000 Moody A1 , S&P AA- Acquired 09/10/02	11,000	101 84	\$11,203 28	103 5000	\$11,385 00	\$181 72	\$17 60	\$137 50	1 20
LOWE'S COMPANIES INC NOTES CONVERTIBLE/CALLABLE CPN 0 881% DUE 10/19/21 DTD 10/19/01 FC 04/19/02 CALL 10/19/08 @ 100 000 Moody A3 , S&P A Acquired 05/13/02	9,000	93 20	\$8,388 00	96 8750	\$8,718 75	\$330 75	\$2 61	\$77 49	0 88
INTERPUBLIC GROUP CV SENIOR NOTES CPN 0 000% DUE 12/14/21 DTD 05/15/02 CALL 12/14/08 @ 86 103 Moody BAA3, S&P BBB Acquired 06/27/02	9,000	80 26	\$7,223 83	73 0000	\$6,570 00	- \$653 83		N/A	N/A
COUNTRYWIDE CREDIT NOTES CONVERTIBLE CPN 0 000% DUE 02/08/31 DTD 08/16/01 CALL 02/08/08 @ 77 928 Moody A3 , S&P A Acquired 05/10/02	8,000	74 21	\$5,936 80	80 2500	\$6,420 00	\$483 20		N/A	N/A



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Bonds

Corporate bonds continued

Description	# of bonds	Cost per bond	Total cost	Current price	Current market value	Unrealized gain/loss	Accrued interest	Est ann Income	Est ann yield (%)
DIAMOND OFFSHORE CONV DEBENTURES CPN 1.500% DUE 04/15/31 DTD 04/11/01 FC 10/15/01 CALL 04/15/08 @ 100.000 Moody NR, S&P A Acquired 05/14/02	8,000	96.87	\$7,750.00	90.0000	\$7,200.00	-\$550.00	\$5.36	\$120.00	1.86
MASCO CORP CONV SENIOR NOTES CALLABLE CPN 0.000% DUE 07/20/31 DTD 07/20/01 CALL 07/20/07 @ 100.000 Moody BAA1, S&P BBB+ Acquired 05/21/02	20,000	42.12	\$8,425.00	42.2500	\$8,450.00	\$25.00		N/A	N/A
Total Corporate bonds			\$185,197.69		\$188,649.77	\$3,452.08	\$963.80	\$3,751.24	1.99
Total Bonds			\$185,197.69		\$188,649.77	\$3,452.08	\$963.80	\$3,751.24	1.99

APPENDIX S3

Statement for
THE LEO GOODWIN FOUNDATION
MGR: MUTUAL FUNDS
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8146

Statement period: October 1 - October 31, 2002

Portfolio Assets

This section includes estimated or unrealized gains or losses for your information only and should not be used for tax purposes. If acquisition information is not available, the gain/loss information may not be displayed and section and summary totals may not reflect your complete portfolio. Cost basis information provided by the account owner is not verified by First Clearing Corporation and should not be relied upon for legal or tax purposes. Bonds purchased at a premium or O I D (Original Issue Discount) will be carried at the original cost basis. Factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost data for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average. To update your cost information or provide omitted cost information, contact your Financial Advisor. Estimated Annual Income, when available, reflects the estimated amount you would earn on a security if your current position and its related income remained constant for a year. Estimated Annual Yield, when available, reflects the current estimated annual income divided by the current value of the security as of the statement closing date. The information used to derive these estimates is obtained from various outside vendors, FCC is not responsible for incorrect or missing estimated annual income and yields.

Curious how your securities are performing? The "Unrealized gain/loss" column tells you how much each stock has increased or decreased in value since you bought it (based on cost data supplied by you or by outside services, which may not be complete). Revisions to this information (because of corporate mergers, tenders and other reorganizations, for example) may be necessary from time to time. To update your cost information or provide omitted costs, contact Your Financial Advisor.

Mutual funds

Estimated annual income and yield refer to dividends and interest income only, and typically do not reflect total return

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
GATEWAY TR INDEX PLUS FD	GATEX								
Acquired 05/07/02		12,280	\$21.38	\$262,575.00	\$20.5900	\$252,853.35	-\$9,721.65	\$1,352.77	
Acquired 09/09/02		245	\$20.28	\$5,000.00		\$5,051.18	\$51.18		
Total		12,525	21.800	\$267,575.00	\$20.5900	\$257,904.53	-\$9,670.47	\$1,352.77	0.52
Total Mutual funds				\$267,575.00		\$257,904.53	-\$9,670.47	\$1,352.77	0.52



Stocks and options

Stocks

Description Symbol # of shares per share Cost Total cost Current share price Current market value Unrealized gain/loss Est ann income Est ann yield (%)

AMERICAN INTL GROUP INC		AMGEN INC		AMGEN		AMGEN		APPLIED MATERIALS INC	
Acquired 05/08/02	85	\$69.63	\$5,918.55	\$62.5500	\$5,316.75	-\$601.80	-\$601.80	Acquired 05/08/02	95
Acquired 05/28/02	79	\$67.34	\$5,319.86		\$4,841.45	-\$378.41	-\$378.41	Acquired 05/28/02	64
Acquired 07/28/02	52	\$68.35	\$3,554.20		\$3,252.60	-\$301.60	-\$301.60	Acquired 07/28/02	46
Acquired 08/28/02	68	\$61.37	\$3,559.46		\$3,627.80	\$68.44	\$68.44	Acquired 08/28/02	57
Acquired 08/28/02	68	\$62.32	\$4,300.08		\$4,315.95	\$15.87	\$15.87	Acquired 08/28/02	57
Total	343		\$22,652.15	\$62.5500	\$21,454.65	-\$1,197.50	-\$1,197.50	Total	277
Acquired 05/08/02	68	\$48.60	\$3,304.80	\$46.5600	\$3,166.08	-\$138.72	-\$138.72	Acquired 05/08/02	68
Acquired 05/28/02	64	\$51.41	\$3,290.24		\$2,879.84	-\$310.40	-\$310.40	Acquired 05/28/02	42
Acquired 06/28/02	42	\$41.36	\$1,737.12		\$1,955.52	\$218.40	\$218.40	Acquired 06/28/02	46
Acquired 07/28/02	46	\$43.81	\$2,015.26		\$2,141.76	\$126.50	\$126.50	Acquired 07/28/02	57
Acquired 08/28/02	57	\$45.71	\$2,605.47		\$2,653.92	\$48.45	\$48.45	Acquired 08/28/02	64
Total	277		\$12,952.88	\$46.5600	\$12,897.12	-\$55.77	-\$55.77	Total	222
Acquired 05/08/02	95	\$25.22	\$2,395.90	\$15.0300	\$1,427.85	-\$968.05	-\$968.05	Acquired 05/08/02	68
Acquired 05/08/02	68	\$25.22	\$2,395.90		\$1,427.85	-\$968.05	-\$968.05	Acquired 05/08/02	68

N/A N/A N/A N/A N/A N/A N/A N/A N/A N/A

Portfolio Assets

This section includes estimated or unrealized gains or losses for your information only and should not be used for tax purposes. If acquisition information is not available, the gains/losses information may not be displayed and section and summary totals may not reflect your complete portfolio. Cost basis information provided by the account owner is not verified by First Clearing Corporation and should not be relied upon for legal or tax purposes. Bonds purchased at a premium or O/D (Original Issue Discount) will be carried at the original cost basis. Factored bonds (GNMA, CMO etc.) will be adjusted for payoff or principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost data for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average. To update your cost information or provide omitted cost information contact your Financial Advisor. Estimated Annual Income, when available, reflects the estimated amount you would earn on a security if your current position and its related income remained constant for a year. Estimated Annual Yield when available, reflects the current estimated annual income divided by the current value of the security as of the statement closing date. The information used to derive these estimates is obtained from various outside vendors, FCC is not responsible for incorrect or missing estimated annual income and yields.

Sub / Rep Account No 021 / MK12 3616-8138
Statement period October 1 - October 31, 2002

THE LEO GOODWIN FOUNDATION
MGR: BAIRD
800 CORPORATE DRIVE

Statement for



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8138

Statement period October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 05/28/02		89	\$24 18	\$2,152 82		\$1,337 67	-\$815 15		
Acquired 06/28/02		59	\$19 20	\$1,132 80		\$886 77	\$246 03		
Acquired 07/29/02		64	\$15 09	\$965 76		\$961 92	\$3 84		
Acquired 08/29/02		78	\$13 34	\$1,040 52		\$1,172 34	\$131 82		
Total		385		\$7,687 80	\$15 0300	\$5,786 55	\$1,901 25	N/A	N/A
AUTOMATIC DATA PROCESSING	ADP								
Acquired 05/08/02		122	\$51 49	\$6,281 78	\$42 5300	\$5,188 66	-\$1,093 12	\$227 70	1 08
Acquired 05/28/02		114	\$52 75	\$6,013 50		\$4,848 42	-\$1,165 08		
Acquired 06/28/02		75	\$43 52	\$3,264 00		\$3,189 75	\$74 25		
Acquired 07/29/02		82	\$37 11	\$3,043 02		\$3,487 46	\$444 44		
Acquired 08/29/02		102	\$37 62	\$3,837 24		\$4,338 06	\$500 82		
Total		495		\$22,439 54	\$42 5300	\$21,052 35	\$1,387 19	\$227 70	1 08
BEST BUY CO INC	BBY								
Acquired 05/08/02		393	\$49 63	\$19,505 77	\$20 6100	\$8,099 73	-\$11,406 04	N/A	N/A
Acquired 07/29/02		43	\$32 03	\$1,377 29		\$886 23	-\$491 06		
Acquired 08/29/02		104	\$20 70	\$2,152 80		\$2 143 44	-\$9 36		
Acquired 10/15/02		103	\$21 91	\$2,256 73		\$2,122 83	-\$133 90		
Total		643		\$25 292 59	\$20 6100	\$13 252 23	-\$12,040 36	N/A	N/A
CARDINAL HEALTH INC	CAH								
Acquired 05/08/02		74	\$69 97	\$5,177 78	\$69 2100	\$5,121 54	-\$56 24	\$30 00	0 14
Acquired 05/28/02		69	\$67 01	\$4,623 69		\$4 775 49	\$151 80		
Acquired 06/28/02		46	\$62 05	\$2,854 30		\$3,183 66	\$329 36		
Acquired 07/29/02		50	\$55 50	\$2,775 00		\$3 460 50	\$685 50		
Acquired 08/29/02		61	\$64 84	\$3,955 24		\$4,221 81	\$266 57		
Total		300		\$19 386 01	\$69 2100	\$20,763 00	\$1,376 99	\$30 00	0 14
CINTAS CORP	CTAS								
Acquired 05/08/02		84	\$54 74	\$4,598 16	\$47 2700	\$3 970 68	-\$627 48	\$84 75	0 52
Acquired 05/28/02		78	\$53 69	\$4,187 82		\$3,687 06	-\$500 76		
Acquired 06/28/02		52	\$48 96	\$2,545 92		\$2,458 04	\$87 88		
Acquired 07/29/02		57	\$44 80	\$2,553 60		\$2,694 39	\$140 79		
Acquired 08/29/02		68	\$43 95	\$2,988 60		\$3,214 36	\$225 76		
Total		339		\$16,874 10	\$47 2700	\$16,024 53	\$849 57	\$84 75	0 53
CISCO SYSTEMS INC	CSCO								
Acquired 05/08/02		165	\$15 81	\$2,609 81	\$11 1800	\$1 844 70	\$765 11	N/A	N/A
Acquired 05/28/02		156	\$16 38	\$2,555 28		\$1,744 08	-\$811 20		
Acquired 06/28/02		101	\$13 74	\$1,388 65		\$1 129 18	-\$259 47		
Acquired 07/29/02		112	\$12 97	\$1,453 54		\$1,252 16	\$201 38		

APPENDIX SS

THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8138

Statement period. October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 08/29/02		137	\$14 08	\$1,928 96		\$1,531 66	-\$397 30		
Total		671		\$9,936 24	\$11 1800	\$7,501 78	-\$2,434 46	N/A	N/A
CITIGROUP INC	C								
Acquired 05/08/02		96	\$41 49	\$3,983 55	\$36 9500	\$3,547 20	-\$436 35	\$418 32	3.54
Acquired 05/28/02		90	\$41 15	\$3,704 24		\$3,325 50	-\$378 74		
Acquired 06/28/02		59	\$36 89	\$2,177 00		\$2,180 05	\$3 05		
Acquired 07/29/02		66	\$30 82	\$2,034 25		\$2,438 70	\$404 45		
Acquired 08/06/02		238	\$29 39	\$6,996 90		\$8,794 10	\$1,797 20		
Acquired 08/29/02		32	\$32 59	\$1,042 88		\$1,182 40	\$139 52		
Total		581		\$19,938 82	\$36 9500	\$21,467 95	\$1,529 13	\$418 32	1.95
ELECTRONIC DATA SYSTEM CORP NEW	EDS								
Acquired 05/08/02		63	\$54 85	\$3,455 55	\$15 0600	\$948 78	-\$2,506 77	\$307 80	3.98
Acquired 05/28/02		60	\$54 17	\$3,250 20		\$903 60	-\$2,346 60		
Acquired 06/28/02		38	\$37 60	\$1,428 80		\$572 28	-\$856 52		
Acquired 07/25/02		183	\$32 27	\$5,906 99		\$2,755 98	-\$3,151 01		
Acquired 10/15/02		169	\$14 23	\$2,405 78		\$2,545 14	\$139 36		
Total		513		\$16,447 32	\$15 0600	\$7,725 78	-\$8,721 54	\$307 80	3.98
ELI LILLY & CO	LLY								
Acquired 05/08/02		64	\$67 02	\$4,289 28	\$55 5000	\$3,552 00	-\$737 28	\$322 40	2.23
Acquired 05/28/02		60	\$64 09	\$3,845 40		\$3,330 00	-\$515 40		
Acquired 06/28/02		40	\$56 59	\$2,263 60		\$2,220 00	-\$43 60		
Acquired 07/29/02		43	\$56 84	\$2,444 12		\$2,386 50	-\$57 62		
Acquired 08/29/02		53	\$57 05	\$3,023 65		\$2,941 50	-\$82 15		
Total		260		\$15,866 05	\$55 5000	\$14,430 00	-\$1,436 05	\$322 40	
EMERSON ELECTRIC CO	EMR								
Acquired 05/08/02		68	\$57 47	\$3,907 96	\$48 1800	\$3 276 24	-\$631 72	\$429 35	3.21
Acquired 05/28/02		64	\$57 45	\$3,676 80		\$3,083 52	-\$593 28		
Acquired 06/28/02		42	\$53 86	\$2 262 12		\$2,023 56	-\$238 56		
Acquired 07/29/02		46	\$49 96	\$2,298 16		\$2,216 28	-\$81 88		
Acquired 08/29/02		57	\$48 45	\$2,761 65		\$2,746 26	-\$15 39		
Total		277		\$14,906 69	\$48 1800	\$13,345 86	-\$1,560 83	\$429 35	3.22
FIFTH THIRD BANCORP	FITB								
Acquired 05/08/02		111	\$67 87	\$7,533 57	\$63 5000	\$7,048 50	-\$485 07	\$326 56	1.63
Acquired 05/28/02		80	\$64 71	\$5,176 80		\$5,080 00	-\$96 80		
Acquired 06/28/02		60	\$66 90	\$4,014 00		\$3,810 00	-\$204 00		
Acquired 08/29/02		63	\$66 22	\$4,171 86		\$4,000 50	-\$171 36		
Total		314		\$20,896 23	\$63 5000	\$19,939 00	-\$957 23	\$326 56	1.64



LOCKWOOD FINANCIAL SERVICES, INC.

 10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-8150

 Statement for
THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

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 Sub / Rep Account No
 021 / MK12 3616-8138

Statement period October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann Income	Est ann yield (%)
FISERV INC FISV									
Acquired 05/08/02		170	\$44 20	\$7,514 00	\$31 2400	\$5,310 80	- \$2,203 20	N/A	N/A
Acquired 05/28/02		160	\$41 94	\$6,710 40		\$4,998 40	- \$1,712 00		
Acquired 06/28/02		106	\$36 03	\$3,819 18		\$3,311 44	- \$507 74		
Acquired 07/29/02		115	\$33 80	\$3,887 00		\$3,592 60	- \$294 40		
Acquired 08/29/02		141	\$36 69	\$5,173 29		\$4,404 84	- \$768 45		
Total		692		\$27,103 87	\$31 2400	\$21,618 08	- \$5,485 79	N/A	N/A
GENERAL ELECTRIC COMPANY GE									
Acquired 05/08/02		136	\$32 69	\$4,445 84	\$25 2500	\$3,434 00	- \$1,011 84	\$493 20	2 85
Acquired 05/28/02		129	\$32 02	\$4,130 58		\$3,257 25	- \$873 33		
Acquired 06/28/02		162	\$29 24	\$4,736 88		\$4,090 50	- \$646 38		
Acquired 07/25/02		258	\$26 49	\$6,834 42		\$6,514 50	- \$319 92		
Total		685		\$20,147 72	\$25 2500	\$17,296 25	- \$2,851 47	\$493 20	2 85
HOME DEPOT INC HD									
Acquired 05/08/02		113	\$45 91	\$5,187 83	\$28 8800	\$3,263 44	- \$1,924 39	\$118 20	0 69
Acquired 05/28/02		108	\$41 48	\$4,479 84		\$3,119 04	- \$1,360 80		
Acquired 06/28/02		69	\$36 80	\$2,539 20		\$1,992 72	- \$546 48		
Acquired 07/25/02		264	\$29 60	\$7,814 40		\$7,624 32	- \$190 08		
Acquired 10/15/02		37	\$28 70	\$1,062 06		\$1,068 56	\$6 50		
Total		591		\$21,083 33	\$28 8800	\$17,068 08	- \$4,015 25	\$118 20	0 69
INTEL CORP INTC									
Acquired 05/08/02		127	\$28 48	\$3,616 96	\$17 3000	\$2,197 10	- \$1,419 86	\$41 20	0 46
Acquired 05/28/02		119	\$28 34	\$3,373 53		\$2,058 70	- \$1,314 83		
Acquired 08/28/02		79	\$18 35	\$1,449 65		\$1,366 70	- \$82 95		
Acquired 07/29/02		86	\$18 48	\$1,589 28		\$1,487 80	- \$101 48		
Acquired 08/29/02		104	\$17 06	\$1,775 18		\$1,799 20	\$24 02		
Total		515		\$11,804 60	\$17 3000	\$8,909 50	- \$2,895 10	\$41 20	0 46
INTERNATIONAL BUSINESS MACHINE CORP IBM									
Acquired 05/08/02		35	\$81 36	\$2,847 60	\$78 9400	\$2,762 90	- \$84 70	\$85 20	0 76
Acquired 05/28/02		33	\$82 18	\$2,711 94		\$2,605 02	- \$106 92		
Acquired 06/28/02		22	\$72 57	\$1,596 54		\$1,736 68	\$140 14		
Acquired 07/29/02		24	\$70 27	\$1,686 48		\$1,894 56	\$208 08		
Acquired 08/29/02		28	\$76 66	\$2,146 48		\$2,210 32	\$63 84		
Total		142		\$10,989 04	\$78 9400	\$11,209 48	\$220 44	\$85 20	0 76
JOHNSON & JOHNSON JNJ									
Acquired 05/08/02		31	\$60 90	\$1,887 90	\$58 7500	\$1,821 25	- \$66 65	\$266 50	1 39
Acquired 05/28/02		90	\$61 27	\$5,514 30		\$5,287 50	- \$226 80		

APPENDIX SS

THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Sub / Rep Account No
021 / MK12 3616-8138

Statement period. October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann Income	Est ann yield (%)
Acquired 08/28/02		60	\$53 57	\$3,214 20		\$3,525 00	\$310 80		
Acquired 07/29/02		65	\$50 10	\$3,256 50		\$3,818 75	\$562 25		
Acquired 08/29/02		79	\$54 36	\$4,294 44		\$4,641 25	\$346 81		
Total		325		\$18,167 34	\$58 7500	\$19,093 75	\$926 41	\$266 50	1.40
KIMBERLY-CLARK CORP	KMB								
Acquired 05/08/02		88	\$65 58	\$5,771 04	\$51 5000	\$4,532 00	-\$1,239 04	\$427 20	2 33
Acquired 05/28/02		83	\$64 80	\$5,378 40		\$4,274 50	-\$1,103 90		
Acquired 06/28/02		53	\$61 55	\$3,262 15		\$2,729 50	-\$532 65		
Acquired 07/29/02		59	\$58 74	\$3,465 66		\$3,038 50	-\$427 16		
Acquired 08/29/02		73	\$58 75	\$4,288 75		\$3,759 50	-\$529 25		
Total		356		\$22,166 00	\$51 5000	\$18,334 00	-\$3,832 00	\$427 20	2 33
KOHL'S CORP	KSS								
Acquired 05/08/02		77	\$71 12	\$5,476 24	\$58 4500	\$4,500 85	-\$975 59	N/A	N/A
Acquired 05/28/02		73	\$73 87	\$5,392 51		\$4,266 85	-\$1,125 66		
Acquired 06/28/02		48	\$70 82	\$3,399 36		\$2,805 60	-\$593 76		
Acquired 07/29/02		52	\$67 32	\$3,500 64		\$3,039 40	-\$461 24		
Acquired 08/29/02		64	\$68 58	\$4,389 12		\$3,740 80	-\$648 32		
Total		314		\$22,157 87	\$58 4500	\$18 353 30	-\$3,804 57	N/A	N/A
MEDTRONIC INC	MDT								
Acquired 05/08/02		179	\$43 67	\$7,816 93	\$44 8000	\$8,019 20	\$202 27	\$143 50	0 55
Acquired 05/28/02		169	\$46 24	\$7,814 56		\$7,571 20	-\$243 36		
Acquired 06/28/02		14	\$43 06	\$602 84		\$627 20	\$24 36		
Acquired 07/29/02		96	\$38 34	\$3,680 64		\$4,300 80	\$620 16		
Acquired 08/29/02		116	\$40 36	\$4,681 76		\$5,196 80	\$515 04		
Total		574		\$24,596 73	\$44 8000	\$25,716 20	\$1,118 47	\$143 50	0 56
MERCK & CO INC	MRK								
Acquired 05/08/02		72	\$56 70	\$4,082 40	\$54 2400	\$3,905 28	-\$177 12	\$423 36	2 65
Acquired 05/28/02		68	\$56 23	\$3,823 64		\$3,688 32	-\$135 32		
Acquired 06/28/02		45	\$50 82	\$2,286 90		\$2,440 80	\$153 90		
Acquired 07/29/02		49	\$47 29	\$2,317 21		\$2,657 76	\$340 55		
Acquired 08/29/02		60	\$50 81	\$3,048 60		\$3,254 40	\$205 80		
Total		294		\$15,558 75	\$54 2400	\$15,946 56	\$387 81	\$423 36	2 65
MICROSOFT CORP	MSFT								
Acquired 05/08/02		80	\$53 25	\$4,260 40	\$53 4700	\$4 277 60	\$17 20	N/A	N/A
Acquired 05/28/02		76	\$52 32	\$3,976 32		\$4,063 72	\$87 40		
Acquired 06/28/02		50	\$54 76	\$2,738 00		\$2,673 50	-\$64 50		
Acquired 07/29/02		54	\$47 31	\$2,554 74		\$2,887 38	\$332 64		



LOCKWOOD FINANCIAL SERVICES, INC.

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Statement for
THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Sub / Rep Account No
021 / MK12 3616-8138

Statement period October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 08/29/02		66	\$50 10	\$3,306 60		\$3,529 02	\$222 42		
Total		326		\$16,836 06	\$53 4700	\$17,431 22	\$595 16	N/A	VA
MOLEX INC CL A	MOLXA								
Acquired 05/08/02		109	\$29 82	\$3,251 14	\$23 2300	\$2,532 07	-\$719 07	\$44 40	0 43
Acquired 05/28/02		104	\$31 38	\$3,264 25		\$2,415 92	\$848 33		
Acquired 06/28/02		67	\$27 69	\$1,855 23		\$1,556 41	-\$298 82		
Acquired 07/29/02		73	\$24 43	\$1,783 39		\$1 695 79	-\$87 60		
Acquired 08/29/02		91	\$25 46	\$2,316 86		\$2,113 93	-\$202 93		
Total		444		\$12,470 87	\$23 2300	\$10,314 12	-\$2,156 75	\$44 40	0 43
NEW YORK TIMES CL A COM	NYT								
Acquired 05/08/02		36	\$48 00	\$1,728 00	\$48 4100	\$1,742 76	\$14 76	\$138 24	1 11
Acquired 05/28/02		34	\$49 46	\$1,681 64		\$1,645 94	-\$35 70		
Acquired 06/28/02		22	\$52 01	\$1,144 22		\$1,065 02	-\$79 20		
Acquired 07/29/02		25	\$44 52	\$1,113 00		\$1,210 25	\$97 25		
Acquired 08/07/02		139	\$44 25	\$6,150 75		\$6,728 99	\$578 24		
Total		256		\$11,817 61	\$48 4100	\$12,392 96	\$575 35	\$138 24	1 12
NOKIA CORP SPONSORED ADR	NOK								
Acquired 05/08/02		134	\$16 37	\$2,193 58	\$16 6200	\$2,227 08	\$33 50	\$109 34	1 20
Acquired 05/28/02		127	\$14 19	\$1,802 13		\$2,110 74	\$308 61		
Acquired 06/28/02		82	\$14 27	\$1,170 14		\$1,362 84	\$192 70		
Acquired 07/29/02		91	\$12 38	\$1,126 58		\$1,512 42	\$385 84		
Acquired 08/29/02		110	\$13 36	\$1,469 60		\$1,828 20	\$358 60		
Total		544		\$7,762 03	\$16 6200	\$9,041 28	\$1,279 25	\$109 34	2 1
ORACLE CORPORATION	ORCL								
Acquired 05/08/02		201	\$8 93	\$1,794 93	\$10 1900	\$2,048 19	\$253 26	N/A	N/A
Acquired 05/28/02		189	\$8 80	\$1,664 33		\$1,925 91	\$261 58		
Acquired 06/28/02		125	\$9 45	\$1,182 38		\$1,273 75	\$91 37		
Acquired 07/29/02		135	\$9 54	\$1,288 98		\$1,375 65	\$86 67		
Acquired 08/29/02		167	\$9 86	\$1,646 62		\$1,701 73	\$55 11		
Total		817		\$7,577 24	\$10 1900	\$8,325 23	\$747 99	N/A	N/A
PAYCHEX INC	PAYX								
Acquired 05/08/02		45	\$35 87	\$1,614 15	\$28 8200	\$1,296 90	-\$317 25	\$80 96	1 52
Acquired 05/28/02		43	\$35 26	\$1,516 18		\$1,239 26	-\$276 92		
Acquired 06/28/02		28	\$30 79	\$862 12		\$806 96	-\$55 16		
Acquired 07/29/02		31	\$25 86	\$801 66		\$893 42	\$91 76		
Acquired 08/29/02		37	\$23 91	\$884 67		\$1,066 34	\$181 67		
Total		184		\$5,678 78	\$28 8200	\$5,302 88	-\$375 90	\$80 96	1 53

APPENDIX SS

THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8138

Statement period October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
PFIZER INCORPORATED PFE									
Acquired 05/08/02		108	\$37 12	\$4,008 06	\$31 7700	\$3,431 16	-\$577 80	\$283 92	1 63
Acquired 05/28/02		103	\$35 08	\$3,613 24		\$3,272 31	-\$340 93		
Acquired 06/28/02		66	\$35 45	\$2,339 70		\$2,096 82	-\$242 88		
Acquired 07/29/02		73	\$30 25	\$2,208 25		\$2,319 21	\$110 96		
Acquired 08/29/02		90	\$32 91	\$2,961 90		\$2,859 30	-\$102 60		
Acquired 10/08/02		106	\$29 10	\$3,084 60		\$3,367 62	\$283 02		
Total		546		\$18,216 65	\$31 7700	\$17,346 42	-\$870 23	\$283 92	1 64
STATE STR CORP STT									
Acquired 05/08/02		75	\$48 26	\$3,619 50	\$41 3700	\$3,102 75	-\$516 75	\$174 72	1 16
Acquired 05/28/02		94	\$48 08	\$4,520 44		\$3,888 78	-\$631 66		
Acquired 06/28/02		9	\$46 21	\$415 89		\$372 33	-\$43 56		
Acquired 06/28/02		52	\$44 28	\$2,302 56		\$2,151 24	-\$151 32		
Acquired 07/29/02		60	\$40 91	\$2,454 60		\$2,482 20	\$27 60		
Acquired 08/29/02		74	\$43 08	\$3,187 92		\$3,061 38	-\$126 54		
Total		364		\$16,500 91	\$41 3700	\$15,058 68	-\$1,442 23	\$174 72	1 16
SYSKO CORPORATION SYV									
Acquired 05/08/02		107	\$28 05	\$3,001 35	\$31 6800	\$3,389 76	\$388 41	\$156 96	1 13
Acquired 05/28/02		102	\$27 43	\$2,797 86		\$3,231 36	\$433 50		
Acquired 06/28/02		66	\$27 74	\$1,830 84		\$2,090 88	\$260 04		
Acquired 07/29/02		72	\$24 87	\$1,790 64		\$2,280 96	\$490 32		
Acquired 08/29/02		89	\$28 02	\$2,493 78		\$2,819 52	\$325 74		
Total		436		\$11,914 47	\$31 6800	\$13,812 48	\$1,898 01	\$156 96	1 14
TEXAS INSTRUMENTS INC TXN									
Acquired 05/08/02		62	\$30 50	\$1,891 00	\$15 8600	\$983 32	-\$907 68	\$21 42	3
Acquired 05/28/02		59	\$29 93	\$1,765 87		\$935 74	-\$830 13		
Acquired 06/28/02		37	\$23 84	\$882 08		\$586 82	-\$295 26		
Acquired 07/29/02		42	\$23 19	\$973 98		\$666 12	-\$307 86		
Acquired 08/29/02		52	\$19 79	\$1,029 08		\$824 72	-\$204 36		
Total		252		\$6,542 01	\$15 8600	\$3,996 72	-\$2,545 29	\$21 42	0 54
UNITED PARCEL SERVICE B UPS									
Acquired 05/08/02		35	\$59 47	\$2,081 45	\$60 0100	\$2,100 35	\$18 90	\$107 92	1 26
Acquired 05/28/02		33	\$58 20	\$1,920 60		\$1,980 33	\$59 73		
Acquired 06/28/02		22	\$61 06	\$1,343 32		\$1,320 22	-\$23 10		
Acquired 07/29/02		24	\$64 13	\$1,539 12		\$1,440 24	-\$98 88		
Acquired 08/29/02		28	\$63 77	\$1,785 56		\$1,680 28	-\$105 28		
Total		142		\$8 670 05	\$60 0100	\$8 521 42	\$148 63	\$107 92	1 27

APPENDIX SS



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

THE LEO GOODWIN FOUNDATION
MGR:BAIRD
800 CORPORATE DRIVE

Statement for

Sub / Rep Account No
 021 / MK 12 3616-8138

Statement period October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
WAL MART STORES INC									
Acquired 05/08/02	WMT	105	\$55 87	\$5,866 35	\$53 5500	\$5,622 75	- \$243 60	\$128 40	2 56
Acquired 05/28/02		99	\$54 58	\$5,403 42		\$5,301 45	- \$101 97		
Acquired 06/28/02		65	\$55 86	\$3,630 90		\$3,480 75	\$150 15		
Acquired 07/29/02		72	\$49 08	\$3,533 76		\$3,855 60	\$321 84		
Acquired 08/29/02		87	\$53 27	\$4,634 49		\$4,658 85	\$24 36		
Total		428		\$23,068 92	\$53 5500	\$22,919 40	\$149 52	\$128 40	0 56
WALGREEN COMPANY									
Acquired 05/08/02	WAG	143	\$38 48	\$5,502 64	\$33 7500	\$4,826 25	- \$676 39	\$87 30	0 44
Acquired 05/28/02		135	\$37 64	\$5,081 40		\$4,556 25	- \$525 15		
Acquired 06/28/02		89	\$39 17	\$3,486 13		\$3,003 75	- \$482 38		
Acquired 07/29/02		97	\$34 97	\$3,392 09		\$3,273 75	- \$118 34		
Acquired 08/29/02		118	\$35 02	\$4,132 36		\$3,982 50	- \$149 86		
Total		582		\$21,594 62	\$33 7500	\$19,642 50	-\$1,952 12	\$87 30	0 44
WELLS FARGO COMPANY									
Acquired 05/28/02	WFC	81	\$52 70	\$4,268 70	\$50 4700	\$4,088 07	- \$180 63	\$343 84	2 21
Acquired 06/28/02		66	\$49 87	\$3,291 42		\$3,331 02	\$39 60		
Acquired 07/29/02		72	\$49 18	\$3,540 96		\$3,633 84	\$92 88		
Acquired 08/29/02		88	\$51 61	\$4,541 68		\$4,441 36	- \$100 32		
Total		307		\$15,642 76	\$50 4700	\$15,494 29	-\$148 47	\$343 84	2 22
Total Stocks				\$603,344 66		\$548,784 60	-\$54,560 06	\$5,887 14	1 07
Total Stocks and options				\$603,344 66		\$548,784 60	-\$54,560 06	\$5,887 14	1,07

APPENDIX SS

THE LEO GOODWIN FOUNDATION
MGR: BRANDES
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8144

Statement period: October 1 - October 31, 2002

Portfolio Assets

This section includes estimated or unrealized gains or losses for your information only and should not be used for tax purposes. If acquisition information is not available, the gain/loss information may not be displayed and section and summary totals may not reflect your complete portfolio. Cost basis information provided by the account owner is not verified by First Clearing Corporation and should not be relied upon for legal or tax purposes. Bonds purchased at a premium or O I D (Original Issue Discount) will be carried at the original cost basis. Factored bonds (GNMA, CMO, etc.) will be adjusted for paydown of principal. Systematic investments in mutual funds and reinvested dividends for mutual funds and stocks have been consolidated for each position. Unit cost data for systematic investments and dividend reinvestment securities is provided for informational purposes only and is a non-weighted average. To update your cost information or provide omitted cost information, contact your Financial Advisor. Estimated Annual Income, when available, reflects the estimated amount you would earn on a security if your current position and its related income remained constant for a year. Estimated Annual Yield, when available, reflects the current estimated annual income divided by the current value of the security as of the statement closing date. The information used to derive these estimates is obtained from various outside vendors, FCC is not responsible for incorrect or missing estimated annual income and yields.

Curious how your securities are performing? The "Unrealized gain/loss" column tells you how much each stock has increased or decreased in value since you bought it (based on cost data supplied by you or by outside services, which may not be complete). Revisions to this information (because of corporate mergers, tenders and other reorganizations, for example) may be necessary from time to time. To update your cost information or provide omitted costs, contact Your Financial Advisor.

Stocks and options

Stocks

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
ALBERTSONS INC	ABS								
Acquired 05/09/02		300	\$33.43	\$10,029.00	\$22.3100	\$6,693.00	-\$3,336.00	\$323.00	3.40
Acquired 06/28/02		125	\$30.66	\$3,832.50		\$2,788.75	-\$1,043.75		
Total		425		\$13,861.50	\$22.3100	\$9,481.75	-\$4,379.75	\$323.00	3.41
AMER GREETINGS CORP CL A	AM								
Acquired 05/09/02		375	\$19.73	\$7,398.75	\$15.0400	\$5,640.00	-\$1,758.75	N/A	N/A
Acquired 06/28/02		210	\$16.73	\$3,513.30		\$3,158.40	-\$354.90		
Total		585		\$10,912.05	\$15.0400	\$8,798.40	-\$2,113.65	N/A	N/A
AMERICAN NATL INS CO	ANAT								
Acquired 05/09/02		75	\$98.94	\$7,420.50	\$77.4800	\$5,811.00	-\$1,609.50	\$222.00	3.82
1 CORP DEL	AMR								
Acquired 05/09/02		365	\$20.32	\$7,416.80	\$4.7200	\$1,722.80	-\$5,694.00	N/A	N/A

APPENDIX S6



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
MGR: BRANDES
800 CORPORATE DRIVE

Sub / Rep Account No
 021 / MK12 3616-8144

Statement period: October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 06/28/02		245	\$18 74	\$4,101 30		\$1,156 40	-\$2,944 90		
Total		610		\$11,518 10	\$4 7200	\$2,879 20	-\$8,638 90	N/A	N/A
ARCHER DANIELS-MIDLND CO Acquired 05/09/02	ADM	905	\$13 96	\$12,633 80	\$13 6200	\$12,326 10	-\$307 70	\$217 20	1 76
AVAYA INC Acquired 05/09/02	AV	1,440	\$6 96	\$10,022 40	\$2 0000	\$2,880 00	-\$7,142 40	N/A	N/A
Acquired 06/28/02		1,360	\$4 93	\$6,704 80		\$2,720 00	-\$3,984 80		
Acquired 07/30/02		2,185	\$1 52	\$3,311 31		\$4,330 00	\$1,018 69		
Total		4,965		\$20,038 51	\$2 0000	\$9,930 00	-\$10,108 51	N/A	N/A
BELLSOUTH CORP Acquired 07/15/02	BLS	675	\$31 06	\$20,965 50	\$26 1500	\$17,651 25	-\$3,314 25	\$540 00	3 05
BRISTOL MYERS SQUIBB CO Acquired 05/09/02	BMJ	440	\$28 26	\$12,434 40	\$24 8100	\$10,828 40	-\$1,606 00	\$694 40	4 55
Acquired 06/28/02		180	\$27 07	\$4,872 60		\$4,429 80	-\$442 80		
Total		620		\$17,307 00	\$24 8100	\$15,258 20	-\$2,048 80	\$694 40	4 55
CENTURYTEL INC Acquired 05/09/02	CTL	340	\$29 22	\$9,934 80	\$28 3300	\$9,632 20	-\$302 60	\$71 40	0 74
CIT GROUP INC Acquired 07/17/02	CIT	665	\$22 70	\$15,095 50	\$17 8100	\$11,843 65	-\$3,251 85	\$319 20	2 69
DELTA AIR LINES INC Acquired 05/09/02	DAL	280	\$26 25	\$7,350 00	\$10 0800	\$2,822 40	-\$4,527 60	\$52 00	7 9
Acquired 06/28/02		240	\$19 68	\$4,723 20		\$2,419 20	-\$2,304 00		
Total		520		\$12,073 20	\$10 0800	\$5,241 60	-\$6,831 60	\$52 00	0 99
DU PONT E I DE NEMOURS AND COMPANY Acquired 05/09/02	DD	165	\$46 07	\$7,601 55	\$41 2500	\$6,806 25	-\$795 30	\$231 00	3 39
DUKE ENERGY CORP Acquired 07/15/02	DUK	335	\$21 19	\$7,100 22	\$20 4900	\$6,864 15	-\$236 07	\$632 50	5 36
Acquired 07/23/02		240	\$18 74	\$4,497 60		\$4,917 60	\$420 00		
Total		675		\$11,597 82	\$20 4900	\$11,781 75	\$183 93	\$632 50	5 37
DYNEGY INC CL A Acquired 07/09/02	NEW DYN	1,420	\$6 50	\$9,230 00	\$0 6800	\$965 60	-\$8,264 40	N/A	N/A
EDISON INTL Acquired 05/09/02	EIX	395	\$19 04	\$7,520 80	\$10 0500	\$3,969 75	-\$3,551 05	N/A	N/A

Statement for
THE LEO GOODWIN FOUNDATION
MGR: BRANDES
800 CORPORATE DRIVE

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Statement period: October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann Income	Est ann yield (%)
EL PASO CORPORATION	EP								
Acquired 06/20/02		460	\$19 95	\$9,177 00	\$7 7500	\$3,565 00	-\$5,612 00	\$900 45	11 22
Acquired 07/08/02		200	\$19 71	\$3,943 31		\$1,550 00	-\$2,393 31		
Acquired 07/23/02		375	\$10 35	\$3,881 25		\$2,906 25	-\$975 00		
Total		1,035		\$17,001 56	\$7 7500	\$8,021 25	-\$8,980 31	\$900 45	11 23
ELECTRONIC DATA SYSTEM CORP NEW	EDS								
Acquired 10/18/02		830	\$13 77	\$11,431 01	\$15 0600	\$12,499 80	\$1,068 79	\$498 00	3 98
EXELON CORPORATION	EXC								
Acquired 05/09/02		130	\$56 44	\$7,337 20	\$50 4000	\$6,552 00	-\$785 20	\$334 40	3 49
Acquired 08/28/02		60	\$51 98	\$3,118 80		\$3,024 00	-\$94 80		
Total		190		\$10,456 00	\$50 4000	\$9,576 00	-\$880 00	\$334 40	3 49
FIRSTENERGY CORP	FE								
Acquired 05/09/02		230	\$32 54	\$7,484 20	\$32 4500	\$7,463 50	-\$20 70	\$345 00	4 62
FLEET BOSTON FINANCIAL CORP	FBF								
Acquired 08/12/02		360	\$23 14	\$8,330 40	\$23 3900	\$8,420 40	\$90 00	\$504 00	6 98
FORD MTR CO DEL	F								
COM PAR \$0 01									
Acquired 05/09/02		625	\$15 93	\$9,956 25	\$8 4800	\$5,287 50	-\$4,668 75	\$250 00	4 72
GOODYEAR TIRE & RUBBER	GT								
Acquired 05/09/02		565	\$22 16	\$12,520 40	\$7 1000	\$4,011 50	-\$8,508 90	\$422 40	7 76
Acquired 08/28/02		315	\$18 99	\$5,981 85		\$2,236 50	-\$3,745 35		
Total		880		\$18,502 25	\$7 1000	\$6,248 00	-\$12,254 25	\$422 40	6 76
GREAT LAKES CHEM CORP	GLK								
Acquired 05/09/02		285	\$26 41	\$7,526 85	\$24 3200	\$6,931 20	-\$595 65	\$91 20	1 31
HASBRO INC	HAS								
Acquired 05/09/02		460	\$16 99	\$7,355 40	\$10 2200	\$4,701 20	-\$2,654 20	\$81 00	1 17
Acquired 08/28/02		215	\$14 26	\$3,065 90		\$2,197 30	-\$868 60		
Total		675		\$10,421 30	\$10 2200	\$6,898 50	-\$3,522 80	\$81 00	1 17
HEWLETT-PACKARD COMPANY	HPQ								
Acquired 05/09/02		750	\$19 98	\$14,985 00	\$15 8000	\$11,850 00	-\$3,135 00	\$240 00	2 02
MORGAN & CHASE CO	JPM								
Acquired 05/09/02		205	\$35 94	\$7,367 70	\$20 7500	\$4,253 75	-\$3,113 95	\$408 00	6 55

APPENDIX S6



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
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610-695-9150

Statement for
THE LEO GOODWIN FOUNDATION
MGR: BRANDES
800 CORPORATE DRIVE

Sub / Rep Account No
021 / MK12 3616-8144

Statement period. October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 08/28/02		95	\$33 53	\$3,185 35		\$1,971 25	-\$1,214 10		
Total		300		\$10,553 05	\$20 7500	\$6,225 00	-\$4,328 05	\$408 00	35
KROGER COMPANY COMMON	KR								
Acquired 05/09/02		425	\$23 00	\$9,775 00	\$14 8000	\$6,290 00	-\$3,485 00	N/A	N/A
Acquired 06/28/02		225	\$20 39	\$4,587 75		\$3,330 00	-\$1,257 75		
Total		650		\$14,362 75	\$14 8000	\$9,620 00	-\$4,742 75	N/A	N/A
LOEWS CORPORATION	LTR								
Acquired 05/09/02		210	\$60 17	\$12,635 70	\$43 1400	\$9,059 40	-\$3,576 30	\$126 00	1 39
LUCENT TECHNOLOGIES INC	LU								
Acquired 06/13/02		1,750	\$2 85	\$4,987 50	\$1 2300	\$2,152 50	-\$2,835 00	N/A	N/A
Acquired 07/09/02		5,325	\$1 81	\$9,638 25		\$6,649 75	-\$3,088 50		
Total		7,075		\$14,625 75	\$1 2300	\$8,702 25	-\$5,923 50	N/A	N/A
MCDONALDS CORP	MCD								
Acquired 05/09/02		240	\$29 17	\$7,000 80	\$18 1100	\$4,346 40	-\$2,654 40	\$155 10	1 29
Acquired 08/05/02		225	\$23 97	\$5,393 25		\$4,074 75	-\$1,318 50		
Acquired 09/25/02		195	\$18 02	\$3,513 90		\$3,531 45	\$17 55		
Total		660		\$15,907 95	\$18 1100	\$11,952 60	-\$3,955 35	\$155 10	1 30
MERCK & CO INC	MRK								
Acquired 05/09/02		130	\$56 06	\$7,287 80	\$54 2400	\$7,051 20	-\$236 60	\$273 60	2 65
Acquired 06/28/02		60	\$51 39	\$3,083 40		\$3,254 40	\$171 00		
Total		190		\$10,371 20	\$54 2400	\$10,305 60	-\$65 60	\$273 60	15
MICRON TECHNOLOGY INC	MU								
Acquired 05/09/02		305	\$23 24	\$7,088 20	\$16 0000	\$4,880 00	-\$2,208 20	N/A	N/A
Acquired 08/28/02		330	\$20 60	\$6,788 00		\$5,280 00	-\$1,518 00		
Total		635		\$13,886 20	\$16 0000	\$10,160 00	-\$3,726 20	N/A	N/A
MOTOROLA INCORPORATED	MOT								
Acquired 05/09/02		785	\$15 47	\$12,143 95	\$9 1700	\$7,198 45	-\$4,945 50	\$180 00	1 74
Acquired 06/28/02		340	\$14 86	\$5,052 40		\$3,117 80	-\$1,934 60		
Total		1,125		\$17,196 35	\$9 1700	\$10,316 25	-\$6,880 10	\$180 00	1 74
NCR CORP NEW	NCR								
Acquired 08/28/02		280	\$35 54	\$9,951 20	\$22 2400	\$6,227 20	-\$3,724 00	N/A	N/A
G & E CORPORATION	PCG								
Acquired 05/09/02		315	\$23 64	\$7,446 60	\$10 8500	\$3,417 75	-\$4,028 85	N/A	N/A

APPENDIX S6

Sub / Rep Account No
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Statement period. October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
Acquired 06/28/02		260	\$17.37	\$4,516.20		\$2,821.00	-\$1,695.20		
Total		575		\$11,962.80	\$10.8500	\$6,238.75	-\$5,724.05	N/A	N/A
PHILIP MORRIS COMPANIES	MO								
Acquired 05/09/02		225	\$55.43	\$12,471.75	\$40.7500	\$9,168.75	-\$3,303.00	\$972.80	
Acquired 06/28/02		155	\$44.02	\$6,823.10		\$6,316.25	-\$506.85		
Total		380		\$19,294.85	\$40.7500	\$15,485.00	-\$3,809.85	\$972.80	6.28
PHOENIX COMPANIES INC	PNX								
Acquired 05/09/02		550	\$18.81	\$10,345.50	\$9.0500	\$4,977.50	-\$5,368.00	\$88.00	1.76
PPL CORPORATION	PPL								
Acquired 05/09/02		195	\$37.65	\$7,341.75	\$34.6100	\$6,748.95	-\$592.80	\$439.20	4.16
Acquired 06/28/02		110	\$32.74	\$3,601.40		\$3,807.10	\$205.70		
Total		305		\$10,943.15	\$34.6100	\$10,556.05	-\$387.10	\$439.20	4.16
RJ REYNOLDS TOBACCO HOLDINGS INC	RJR								
Acquired 06/09/02		110	\$70.28	\$7,730.80	\$40.5500	\$4,460.50	-\$3,270.30	\$703.00	9.37
Acquired 06/28/02		75	\$54.09	\$4,056.75		\$3,041.25	-\$1,015.50		
Total		185		\$11,787.55	\$40.5500	\$7,501.75	-\$4,285.80	\$703.00	9.37
SAFEWAY INC NEW	SWY								
Acquired 06/11/02		195	\$36.73	\$7,162.35	\$23.1000	\$4,504.50	-\$2,657.85	N/A	N/A
Acquired 06/28/02		250	\$29.44	\$7,360.00		\$5,775.00	-\$1,585.00		
Total		445		\$14,522.35	\$23.1000	\$10,279.50	-\$4,242.85	N/A	N/A
SBC COMMUNICATIONS CORP INC	SBC								
Acquired 05/09/02		470	\$31.92	\$15,002.40	\$25.6600	\$12,060.20	-\$2,942.20	\$815.40	4.20
Acquired 05/31/02		110	\$34.28	\$3,770.80		\$2,822.60	-\$948.20		
Acquired 06/28/02		175	\$30.25	\$5,293.75		\$4,490.50	-\$803.25		
Total		755		\$24,066.95	\$25.6600	\$19,373.30	-\$4,693.65	\$815.40	4.21
SCHERING PLOUGH CORP	SGP								
Acquired 05/09/02		255	\$28.07	\$7,438.55	\$21.3500	\$5,657.75	-\$1,780.80	\$445.40	3.18
Acquired 06/28/02		390	\$25.47	\$9,933.30		\$8,326.50	-\$1,606.80		
Total		655		\$17,371.85	\$21.3500	\$13,984.25	-\$3,387.60	\$445.40	3.19
SERVICE CORP INTERNATL	SRV								
Acquired 05/09/02		1,805	\$4.40	\$7,942.00	\$3.1500	\$5,685.75	-\$2,256.25	N/A	N/A
SHERWIN WILLIAMS CO	SHW								
Acquired 05/09/02		315	\$31.75	\$10,001.25	\$27.3500	\$8,615.25	-\$1,386.00	\$189.00	2.19



LOCKWOOD FINANCIAL SERVICES, INC.

10 Valley Stream Pkwy
 Malvern, PA 19355
 610-695-9150

THE LEO GOODWIN FOUNDATION
MGR: BRANDES
800 CORPORATE DRIVE

Statement for
 Page 7 of 9

Sub / Rep Account No
 021 / MK12 3616-8144

Statement period. October 1 - October 31, 2002

Stocks and options

Stocks continued

Description	Symbol	# of shares	Cost per share	Total cost	Current share price	Current market value	Unrealized gain/loss	Est ann income	Est ann yield (%)
SPRINT CORP	FON								
Acquired 05/09/02		630	\$15 74	\$9,916 20	\$12 4200	\$7,824 60	-\$2,091 60	\$677 50	02
Acquired 06/28/02		725	\$10 43	\$7,561 75		\$9,004 50	\$1,442 75		
Total		1,355		\$17,477 95	\$12 4200	\$16,829 10	-\$648 85	\$677 50	4 03
TOYS R US INC (HOLDING COMPANY)	TOY								
Acquired 05/09/02		740	\$16 96	\$12,550 40	\$9 9900	\$7,392 60	-\$5,157 80	N/A	N/A
TUPPERWARE CORP	TUP								
Acquired 06/31/02		350	\$22 41	\$7,843 50	\$16 1400	\$5,649 00	-\$2,194 50	\$308 00	5 45
UNISYS CORP	UIS								
Acquired 05/09/02		950	\$13 05	\$12,397 50	\$8 7300	\$8,293 50	-\$4,104 00	N/A	N/A
Acquired 06/28/02		835	\$8 98	\$7,498 30		\$7,289 55	-\$208 75		
Total		1,785		\$19,895 80	\$8 7300	\$15,583 05	-\$4,312 75	N/A	N/A
UNITED STATES STEEL CORP	X								
Acquired 05/09/02		390	\$18 89	\$7,367 10	\$12 8500	\$5,011 50	-\$2,355 60	\$133 00	1 55
Acquired 06/28/02		275	\$19 90	\$5,472 50		\$3,533 75	-\$1,938 75		
Total		665		\$12,839 60	\$12 8500	\$8,545 25	-\$4,294 35	\$133 00	1 56
UST INC	UST								
Acquired 05/09/02		185	\$40 14	\$7,425 90	\$30 5900	\$5,659 15	-\$1,766 75	\$547 20	6 27
Acquired 06/28/02		100	\$33 96	\$3,396 00		\$3,059 00	-\$337 00		
Total		285		\$10,821 90	\$30 5900	\$8,718 15	-\$2,103 75	\$547 20	28
VERIZON COMMUNICATIONS COM	VZ								
Acquired 05/09/02		185	\$40 80	\$7,548 00	\$37 7600	\$6,985 60	-\$562 40	\$616 00	4 07
Acquired 05/31/02		95	\$43 79	\$4,160 05		\$3,587 20	-\$572 85		
Acquired 06/28/02		120	\$39 58	\$4,749 60		\$4,531 20	-\$218 40		
Total		400		\$16,457 65	\$37 7600	\$15,104 00	-\$1,353 65	\$616 00	4 08
WASTE MGMT INC DEL	WMI								
Acquired 05/09/02		370	\$27 17	\$10,052 90	\$23 0200	\$8,517 40	-\$1,535 50	\$3 70	0 04
EROX CORP	XRX								
Acquired 05/09/02		1,950	\$7 83	\$15,268 50	\$6 6400	\$12,948 00	-\$2,320 50	N/A	N/A
Total Stocks				\$684,742.05		\$500,124 80	-\$184,617.25	\$14,050 05	2 81
Total Stocks and options				\$684,742 05		\$500,124 80	-\$184,617 25	\$14,050 05	2 81

APPENDIX S6